

# Sun Hung Kai Properties Limited (the “Company”)

## Terms of Reference for Nomination Committee

### Functions and Objectives

The Nomination Committee (the “**Committee**”) is appointed by the board of directors of the Company (the “**Board**”). The Committee shall, having regard to the candidates’ qualification and competence, make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

### Composition

The Committee must be formed by a majority of independent non-executive directors.

### Proceedings of Meetings

The Committee shall meet as and when necessary or as requested by any Committee member. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by the regulations imposed by the Board.

### Duties and Authorities

The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so. The Committee is authorised by the Board to obtain independent professional advice if it considers necessary.

The duties of the Committee are as follows:

1. Review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
2. Identify suitable individuals qualified to become Board members and make recommendations to the Board on suitable candidates to be nominated for directorships;
3. Assess the independence of independent non-executive directors on its appointment or when their independence is called into question; and
4. Make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors.