

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 the appointment of 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 and chaired by the chairman of the Board or an independent non-executive director. At least one member of the Committee must be a director of the Company of a different gender.

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of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by the regulations imposed by the Board.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. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, to assist the Board in maintaining a board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
2. to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of independent non-executive directors;
4. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
5. to review and assess the time commitment and contribution to the Board by each director as well as the director’s ability to discharge his or her responsibilities effectively; and
6. to support the Company’s regular evaluation of the Board’s performance.