越秀地產股份有限公司
YUEXIU PROPERTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 00123)

(the "**Company**")

Nomination Committee – Terms of Reference

1. Membership

1.1 Members of the Nomination Committee shall be appointed, replaced and removed by the board of directors of the Company (the "**Board**").

1.2 The Nomination Committee shall consist of not less than three members, a majority of whom shall be independent non-executive directors, with at least one member of a different gender.

2. Chairman

2.1 The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.

3. Meetings

3.1 The meetings and proceedings of the Nomination Committee shall be governed by the provisions contained in the Company's Articles of Association for regulating the meetings and proceedings of the Board.

3.2 The quorum for meetings of the Nomination Committee shall be any two members.

3.3 The Nomination Committee shall meet at least once a year and otherwise as required.

3.4 The Company Secretary shall act as the secretary to the Nomination Committee and shall ensure that full minutes are kept of all meetings. In the absence of the secretary to the Nomination Committee, the members present at the meeting of the Nomination Committee shall elect another person as the secretary to the Nomination Committee.

4. Authority

4.1 The Nomination Committee is authorised by the Board to seek independent professional advice, at the Company's expense, to discharge its responsibilities, as and when it thinks fit.

4.2 The Nomination Committee shall be provided with sufficient resources to discharge its duties.

5. Duties

The duties of the Nomination Committee shall include:

5.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assisting the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

5.2 identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;

5.3 regularly assessing the independence of independent non-executive directors, and reviewing and overseeing the implementation and effectiveness of the independence assessment mechanism on an annual basis;

5.4 making recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the general manager;

5.5 regularly reviewing the implementation and effectiveness of the director nomination policy;

5.6 regularly reviewing the implementation and effectiveness of the board diversity policy and workforce diversity policy, and reviewing any measurable objectives and the implementation of such policies;

5.7 regularly reviewing and assessing each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

5.8 supporting the Company's regular evaluation of the performance of the Board, as well as directors' participation in continuous professional development and training; and

5.9 other matters delegated by the Board.

6. Annual General Meeting

6.1 The chairman of the Nomination Committee shall, so far as practicable, attend the Company's annual general meeting and be prepared to respond to any shareholders' questions on the Nomination Committee's decisions or recommendations. In the absence of the chairman of the Nomination Committee, another member of the Nomination Committee or a duly appointed delegate shall attend on his or her behalf.

7. Amendment

7.1 Any amendment to these terms of reference must be approved by the Board.

8. Publication of these Terms of Reference

8.1 A copy of these terms of reference shall be published on the websites of the Company and The Stock Exchange of Hong Kong Limited.

28 August 2026