



**GUANGDONG – HONG KONG GREATER BAY AREA
HOLDINGS LIMITED**

粵 港 灣 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

**Terms of Reference of the Nomination Committee of
Guangdong – Hong Kong Greater Bay Area Holdings Limited
(the “Company”)**

Constitution

1. The nomination committee (the “**Nomination Committee**”) was established by resolutions of board of directors (the “**Board**”) of the Company (and these terms of reference of the Nomination Committee was adopted) on 27 September 2013. These terms of reference of the Nomination Committee were amended by the resolutions of the Board on 25 June 2025.

Purpose

2. The purpose of the Nomination Committee is to identify, screen and recommend to the Board appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Composition

3. The Nomination Committee shall be appointed by the Board from time to time and shall consist of a minimum of three members (the “**Member(s)**”), a majority of which shall be independent non-executive directors of the Company who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time). At least one such Member shall be of a different gender to that of the rest of the Members.
4. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director of the Company (the “**Chairman**”).
5. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.

Meetings

6. The Nomination Committee shall meet at least once a year or more frequently if circumstances require.
7. Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.
8. A quorum of the Nomination Committee shall be two Members.
9. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
10. Only Members are entitled to vote at the meeting of the Nomination Committee.
11. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
12. A resolution in writing signed by all Members shall be valid and effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held.
13. The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

Access

14. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors of the Company.

Reporting Procedures

15. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of these terms of reference on an annual basis and recommend any proposed changes to the Board.
16. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared and kept by the Company Secretary, which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

Authority

17. The Nomination Committee is authorized by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to discharge its duties, including but not limited to obtaining independent professional advice at the expense of the Company.

Responsibilities and Duties

18. The duties of the Nomination Committee shall include the following aspects:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience, gender, age, cultural and educational background, ethnicity, professional experience and length of service) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
 - (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of the independent non-executive directors having regard to the criteria under the Listing Rules;
 - (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and chief executive;
 - (e) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;

- (f) to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities;
- (g) to support the regular evaluation of the performance of the Board;
- (h) to review the director nomination policy and the board diversity policy of the Company periodically and make recommendation on any proposed revisions to the Board;
- (i) where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the Company's general meeting, to ensure that it is set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the directors of the Company believe he should be elected and the reason why they consider him to be independent;
- (j) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and to do any such things to enable the Nomination Committee to discharge its duties conferred on it by the Board from time to time; and
- (k) to ensure the Chairman of the Nomination Committee, or in the absence of the Chairman, another Member of the Nomination Committee or failing this, his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

Availability and Update of the Terms of Reference

19. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the respective websites of The Stock Exchange of Hong Kong Limited and the Company.

Note: If there is any inconsistency between the English and Chinese versions of the terms of reference, the English version shall prevail.