

MELCO INTERNATIONAL DEVELOPMENT LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 200)

Terms of Reference of the Nomination and Corporate Governance Committee

1. Constitution

The Board of Directors (the “**Board**”) of the Company has established a committee of the Board known as the Nomination and Corporate Governance Committee (the “**Committee**”) pursuant to Article 124 of the Articles of Association of the Company.

2. Membership

2.1 The Committee is composed of a minimum of three Directors, a majority of whom shall be Independent Non-executive Directors. In addition, the Group General Counsel is co-opted to the Committee in a non-voting capacity and the Board may from time to time co-opt such other Management personnel to the Committee in a non-voting capacity as the Board considers desirable.

2.2 The Committee Chairman shall be the Chairman of the Board or an Independent Non-executive Director.

2.3 Members of the Committee may only be appointed or removed, and Management personnel may only be co-opted to the Committee or removed, in each case, by the Board.

2.4 The Chairman of the Committee shall be appointed and removed by a decision of the Board.

3. Quorum

Unless otherwise agreed by all voting members of the Committee, a minimum of two voting members of the Committee shall constitute a quorum.

4. Meetings

4.1 The Committee shall meet as and when required, but not less than once a year.

4.2 A meeting of the Committee may be conducted in person or via telephone conference or similar communications equipment where all meeting participants can hear one another.

4.3 The Company Secretary or his/her nominee shall be the secretary of the Committee.

- 4.4 Minutes of the meetings shall be kept by the secretary of the Committee. Draft and final versions of the minutes of meetings shall be sent to all Committee members for their comments and records, respectively, in both cases within a reasonable time after each Committee meeting.

5. Duties and powers

The Committee is established with the following duties and powers:

Board diversity and directors' nomination

- (a) to review the structure, size, composition and diversity (including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become board members and make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee will consider candidates on merits and against objective criteria, with due regard for the benefits of diversity of the Board;
- (c) to assess the independence of Independent Non-executive Directors;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and Chief Executive Officer of the Company;

Corporate governance oversight

- (e) to develop and review the Company's policies and practices on corporate governance and make recommendations on any proposed changes or improvements to the Board;
- (f) to review and monitor the training and continuous professional development of Directors and senior management;
- (g) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (h) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (i) to review the Company's compliance with the code and disclosures in the Corporate Governance Report;

- (j) the Committee has been delegated authority and responsibility from the Board to review and amend the corporate governance policies previously approved by the Board, when and where appropriate, in order to ensure their effectiveness;

Environmental, social and governance (“ESG”) oversight

- (k) to review the Company’s ESG Governance Policy, programs and public disclosures, including the ESG report to be issued by the Company yearly, and assess the adequacy of the governance and delegated duties and responsibilities set up by the Company to implement its ESG policies and programs;

Other responsibilities

- (l) to review the disclosure by the Directors on the number and nature of offices held in public companies or organizations and other significant commitments by the Directors (including the identity of the public companies or organizations and an indication of the time involved) at the time of their appointment, and when there is any change and to determine the frequency of such disclosures by the Directors;
- (m) to review the adequacy of the Directors’ commitments (in terms of, among others, attendance to meetings and other involvement in the Company’s affairs) and determine the frequency of such disclosures by the Directors;
- (n) to monitor the implementation of the Company’s Board Diversity Policy and Shareholders’ Communication Policy, review it at least annually to ensure its effectiveness and make recommendations on any proposed changes thereto to the Board for consideration and approval;
- (o) to make available the terms of reference of the Committee explaining the Committee’s role and authority delegated to it by the Board, by including them on The Stock Exchange of Hong Kong Limited’s website and the Company’s website;
- (p) to exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board;
- (q) to report to the Board periodically on all matters for which the Committee has responsibility; and
- (r) to consider other topics, as defined by the Board.

6. Management personnel co-opted to the Committee in a non-voting capacity

Management personnel co-opted to the Committee in a non-voting capacity:

- (a) shall be entitled to receive notices of meetings of the Committee, together with any supporting board papers provided to the members of the Committee with the relevant notice, and to participate in discussions at meetings of the Committee, but shall not be entitled to vote on any matters to be decided, or any recommendations to be made, by the Committee; and
- (b) shall not be considered to be members of the Committee for any purpose.

7. Others

The Committee will be provided with sufficient resources to perform its duties. Where necessary, the Committee may seek independent professional advice, at the Company's expense, to perform its responsibilities.

(adopted on 13 December 2022)