

THE HONGKONG AND SHANGHAI HOTELS, LIMITED
(the “Company”)

NOMINATION COMMITTEE
(the “Committee”)

TERMS OF REFERENCE

MEMBERSHIP

The Committee shall have at least three members to be appointed by the Board, with a majority of Independent Non-Executive Directors. The Chairman of the Board shall be the Committee Chairman.

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

MEETINGS

The Committee shall meet at least once a year and additionally as required.

The quorum shall be two members of the Committee, one of whom must be the Chairman of the Board.

Written resolutions shall be passed and adopted by all Committee members.

MAIN RESPONSIBILITIES

- 1 Review the structure, size and composition of the Board at least annually and where necessary, make recommendations on any proposed changes to align with the Company’s corporate strategy.
- 2 Review the balance between Executive and Non-Executive Directors (including Independent Non-Executive Directors) and the blend of skills, knowledge, experience and diversity (including without limitation, gender, age, cultural and educational background, or professional experience) on the Board and assist the Board in maintaining a Board skills matrix.
- 3 Review the implementation and effectiveness of the Board Diversity Policy annually including the measurable objectives that the Board has adopted for implementing this policy, and monitor the progress on achieving the objectives.
- 4 Review the Nomination Policy, namely the key selection criteria, nomination process and procedures of the Company for the nomination of Directors.
- 5 Review the leadership and succession needs of the organisation with a view to ensuring the long-term success of the Company and its subsidiaries.
- 6 Propose new Executive Directors and Non-Executive Directors (including Independent Non-Executive Directors) for the approval of the Board, following the selection process as set out in the Nomination Policy.
- 7 Review and make recommendations to the Board on the appointment or re-appointment of Directors.
- 8 Assess the independence of the Independent Non-Executive Directors, having regard to the requirements under the Listing Rules.

October 2025

- 9 Review and monitor the training and continuous professional development of Directors in the context of the relevant individual's skills and experience.
- 10 Review and ensure that the Directors devote sufficient time and make contributions to the Company that are commensurate with their role and responsibilities.
- 11 Support the Board in regular evaluations of the Board's performance.
- 12 approve or endorse any recommendations or decisions in accordance with the powers granted to it under the Company Management Authority Manual.
- 13 Carry out any other duties as the Board may delegate from time to time.
- 14 Report to the Board on the Committee's key decisions and recommendations.
- 15 Review the Committee's terms of reference periodically and recommend any proposed changes to the Board.

AUTHORITY

No Committee member shall decide upon his or her re-appointment and independence. Such matters shall be decided upon by other members of the Committee.

The Committee is authorised by the Board, at the Company's expense, to:

- 1 investigate all matters falling within these terms of reference;
- 2 make full use of external agencies for the identification of qualified director candidate; and
- 3 conduct interviews with prospective nominees.

Note: The Board approved this set of terms of reference for the Committee on 15 October 2025.