C&D Property Management Group Co., Ltd

建發物業管理集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 2156)

(the "**Company**")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. CONSTITUTION

1.1 The nomination committee (the "**Committee**") was established pursuant to a resolution passed by the board of directors (the "**Board**") of the Company on 23 December 2020.

1.2 The terms of reference of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and any other regulatory requirements as amended from time to time.

1.3 Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company for regulating the proceedings of meetings of the Board.

2. MEMBERSHIP

2.1 The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of which shall be independent non-executive directors of the Company ("**INEDs**"). The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED. In the absence of the chairman, the remaining members present shall elect one of themselves to chair the meeting.

2.2 The Board shall appoint at least one director of a different gender to the Committee.

2.3 Each member of the Committee shall disclose to the Committee any personal financial interest (other than as a shareholder of the Company) or any potential conflict of interest arising from directorships held in other companies in any matter to be decided by the Committee.

2.4 The term of the members of the Committee is the same as that of directors and the members may be re-appointed upon the expiry of the current term. If a member resigns, ceases to be a director or for any other reason ceases to be a member of the Committee resulting in a reduction of the number of members below the minimum, the Board shall promptly appoint such number of new members as may be required to make up the minimum according to the aforesaid provisions.

2.5 The company secretary of the Company or any person appointed by the Committee shall be the secretary of the Committee. In the absence of the secretary, the members present shall elect one of themselves or appoint another person as the secretary for that meeting.

3. ATTENDANCE AT MEETINGS

3.1 At all times the members of the Committee shall be notified of and be invited to attend all meetings of the Committee.

3.2 The quorum of a meeting of the Committee shall be two (2), of which at least one (1) of them should be an INED. No business shall be transacted at any meeting of the Committee unless a quorum is present.

3.3 Members of the Committee have the right to attend Committee meetings. Upon the invitation from the Committee, other persons including but not limited to any director, management, external advisers or consultants can attend all or part of any meeting as and when appropriate.

3.4 Only the members of the Committee can vote in a meeting of the Committee.

3.5 Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other. Participation of any person in a meeting pursuant to this provision shall constitute presence in person at such meeting.

4. FREQUENCY AND NOTICE OF MEETINGS

4.1 Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two (2) members of the Committee may request a meeting if they consider it necessary. Meetings of the Committee shall be arranged by the secretary of the Committee.

4.2 Unless otherwise agreed by all the members of the Committee, notice of each meeting stating the time, date and place of the meeting shall be given to each member of the Committee and any other person invited to attend at least seven (7) days prior to the date of the meeting (or such other period as all the members of the Committee may agree).

4.3 Agenda and any supporting documents and papers shall be forwarded to each member of the Committee and any other person invited to attend at least two (2) days prior to the date of the meeting (or such other period as the members may agree).

5. COMMITTEE'S RESOLUTIONS

5.1 Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee who are entitled to attend and vote at the meeting. Each member of the Committee shall have one vote. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

5.2 A resolution in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. Any such resolution may be contained in a single document or may consist of counterparts each signed by one or more of the members of the Committee.

5.3 Members must abstain from voting in respect of any resolution which he is an interested party.

6. AUTHORITIES

6.1 The Committee is authorised by the Board to review, assess and make recommendations on any issue within these terms of reference of the Committee. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the "**Corporate Governance Code**") as contained in Appendix C1 to the Listing Rules (as amended from time to time).

6.2 The Committee is authorised by the Board to seek any information it requires from the management and employees of the Company in order to perform its duties.

6.3 The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain legal or other independent professional advice and to secure the attendance of other persons with relevant experience and expertise in the meetings of the Committee if it considers this necessary. In performing its duties, the Committee shall not rely purely on information provided voluntarily by the management, and shall make further enquiries to fulfil its duties properly.

6.4 The Committee shall be provided with sufficient resources to perform its duties.

6.5 Where the Board proposes a resolution to elect an individual as an INED at the shareholders general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the following matters:

(a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

(b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

(c) the perspectives, skills and experience that the individual can bring to the Board; and

(d) how the individual contributes to diversity of the Board.

7. DUTIES

7.1 The duties and functions of the Committee shall include such duties and functions set out in the relevant code provisions of the Corporate Governance Code. Without limitation to the foregoing, the Committee shall:

(a) review the structure, size, composition and diversity (including gender, age, cultural and education background, ethnicity, skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;

(b) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to assessing the balance of talents, skills, knowledge, experience, background as well as diversification of Board members, and based on the assessment results, to prepare a description of the roles and capabilities required for individual appointments;

(c) identify individuals suitably qualified to become members of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;

(d) assess the independence of INEDs;

(e) 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;

(f) support the Company's regular evaluation of the Board's performance;

(g) review the Board's diversity policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board's diversity policy, and the progress of achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually; and

(h) do any such things to enable the Committee to perform its powers and functions conferred on it by the Board.

8. REPORTING PROCEDURES

8.1 The secretary of the Committee shall cause full minutes with sufficient details to be made in books to be provided for the purpose of the proceedings of all meetings of the Committee and of the attendances thereat and of all business transacted, resolutions passed and orders made at such meetings.

8.2 Draft and final versions of minutes of meetings of the Committee shall be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

8.3 Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated.

8.4 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's work and its responsibilities.

8.5 Members attending the meeting and persons sitting in on the meeting shall maintain the confidentiality of all matters discussed at the meeting. Unauthorised disclosure of the relevant information shall be prohibited.

8.6 The Committee shall make available its terms of reference on the website of The Stock Exchange of Hong Kong Limited and the Company's website to explain its role and the authority delegated to it by the Board.

8.7 The work of the Committee during each financial year shall be summarised and included in the Corporate Governance Report which constitutes part of the annual report.

9. UPDATE OF THESE TERMS OF REFERENCE

9.1 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). Any amendment to these terms of reference shall be by way of resolution of the Board.

The English version shall prevail in case of any discrepancy or inconsistency between the English version and its Chinese translation.