MODERN LAND (CHINA) CO., LIMITED
當代置業(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1107)

(the "Company")

NOMINATION COMMITTEE — TERMS OF REFERENCE

In compliance with the code provisions of the Corporate Governance Code set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), a nomination committee (the "**Committee**") was established with these terms of reference adopted by the board of directors (the "**Board**") of the Company on 14 June 2013 and amended on 12 June 2018, 15 January 2019 and 31 December 2025.

1. Members

1.1 The Committee shall be established by the Board and not less than two-thirds of its members should be independent non-executive directors. The Company shall appoint at least one director of a different gender to the Committee.

1.2 The Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Committee and appointed by the Board. The Committee must comprise at least three members, and the quorum necessary for the transaction of business of the Committee shall be two members.

1.3 The term of appointment to Committee members should be determined by the Board at the appointment date; the term of each member should not exceed three years; members shall be eligible for re-election.

2. Secretary

2.1 The company secretary of the Company shall act as the secretary of the Committee.

2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Committee.

3. Meeting

3.1 The Committee should meet at least once a year. Additional meeting may be held if the Committee considers that it is necessary.

3.2 Meetings can be attended in person or via electronic means including telephonic or videoconferencing.

3.3 Resolutions of the Committee shall be passed by more than half of the members of the Committee.

3.4 Resolutions in writing signed by all the members of the Committee should be as valid and effectual as it had been passed at a meeting of the Committee duly convened and held.

3.5 Full minutes of Committee should be kept by a duly appointed secretary of the Committee. Draft and final versions of minutes of the meeting should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.

4. Meeting Attendance

4.1 Upon the invitation from the Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.

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

5. Annual General Meeting

5.1 The chairman or chairlady of the Committee or (if absent) the other member of the Committee (must be an independent non-executive director) should attend the annual general meetings of the Company and handle the shareholders' enquiry on the activities and responsibilities related to the Committee.

6. Duties and Powers

The Committee shall have the following duties and powers:

6.1 to review the structure, size, composition (including skills, knowledge and experience) and diversity 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 Company's corporate strategy;

6.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships having due regard to the Board Diversity Policy and the Nomination Policy of the Company;

6.3 to identify and recommend suitably qualified senior management candidates to the Board, as a supplement to any related vacant positions;

6.4 to review the Board Diversity Policy as appropriate and make recommendations on any required changes to the Board for consideration and approval, and monitor its implementation so as to ensure its effectiveness, and make disclosure of its summary and the progress of its implementation in the corporate governance report;

6.5 in performing duties, to consider the Board Diversity Policy with due regard for the benefits of diversity on the Board;

6.6 support the Company's regular evaluation of the Board's performance;

6.7 to assess the independence of independent non-executive directors;

6.8 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management;

6.9 to review the Nomination Policy for directors and to make disclosure of the summary of the same in annual report of the Company annually; and

6.10 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

6.10.1 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;

6.10.2 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;

6.10.3 the perspectives, skills and experience that the individual can bring to the Board; and

6.10.4 how the individual contributes to diversity of the Board.

7. Reporting

7.1 The Committee shall report to the Board after each of its meeting.

8. Authority

8.1 The Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties;

8.2 The Committee is authorised by the Board to obtain external independent professional advice and to invite external advisers with relevant experience and expertise to attend meetings of the Committee if necessary, at Company's expense, in order to fulfill the responsibility of being a Committee member.

8.3 The Committee should be provided with sufficient resources to perform its duties.

9. Company Information

9.1 The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of the Stock Exchange and the Company.