CAPITAL ESTATE LIMITED
冠中地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 193)

NOMINATION COMMITTEE – TERMS OF REFERENCE

(Updated on 30 October 2026)

Adopted on 27th March, 2012 pursuant to the Listing Rules and the Code on Corporate Governance Practice with amendments which will become effective on 30 October 2026.

PURPOSE

1. The purpose of the Nomination Committee is to review the structure, size and composition of the Board, identify suitable candidates to the Board, and to make recommendations on any matters in relation to the appointment or re-appointment of members of the Board.

COMPOSITION

2. The members of the Nomination Committee shall not be less than two and shall be appointed by the Board from time to time. The Nomination Committee members shall comprise a majority of Independent Non-executive Directors, and at least one member shall be of a different gender. The Board shall appoint (or delegate to the Nomination Committee the appointment of) one member of the Nomination Committee (who must be the chairman of the Company or an Independent Non-executive Director) as the Chairman.

MEETINGS

3. The Nomination Committee shall meet at least once annually, or more frequently if circumstances dictate or act by unanimous written resolutions. Except in emergencies all papers for the meeting shall be sent to all Nomination Committee members before the meeting. At least 2 days notice shall be given before each meeting unless all members of the Nomination Committee unanimously waive such notice. All provisions of law and of the Company's articles of association relating to proceedings of the Board shall apply mutatis mutandis to proceedings of the Nomination Committee. The quorum shall be two members of the Nomination Committee. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members present. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

4. The Chairman (or in his or her absence, a member, who must be the chairman of the Company or an Independent Non-executive Director, designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leadership of the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

ACCESS

5. The Nomination Committee shall have full access to the Board and management. The Nomination Committee may invite members of the Board, management or others to attend its meetings and provide pertinent information as appropriate.

MINUTES

6. Full minutes of each Nomination Committee meeting shall be kept by a duly appointed secretary of the meeting (who shall normally be the Company Secretary of the Company). Draft and final versions of minutes of the meetings should be sent to all Nomination Committee members for their comment and records within a reasonable time after the meeting.

REPORTS

7. The Nomination Committee shall evaluate and assess the adequacy of these terms of reference on an annual basis and recommend any proposed changes to the Board.

AUTHORITY

8. The Nomination Committee should have access to independent professional advice at the expense of the Company if necessary to perform its responsibilities.

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

RESPONSIBILITIES AND DUTIES

10. The Nomination Committee shall:

    (a) review the structure, size and composition (including the 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 Company's corporate strategy;

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

    (c) assess the independence of Independent Non-executive Directors;

    (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Company and the chief executive; and

    (e) support the Company's regular evaluation of the Board's performance.

GENERAL

11. The Nomination Committee shall report regularly and make recommendations to the Board.