

**Shenzhen Investment Holdings Bay Area  
Development Company Limited**  
**深圳投控灣區發展有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
Stock Codes: 737 (HKD counter) and 80737 (RMB counter)

**Nomination Committee – Terms of Reference**

***Objective***

The Nomination Committee (the “**Committee**”) is to assist the board of directors of Shenzhen Investment Holdings Bay Area Development Company Limited (the “**Company**”) (the “**Board**”) in providing transparent and independent oversight for matters in relation to board nomination and recruitment, board diversity and succession planning of the Company.

On 1 January 2022, the Board adopted the terms of reference of the Committee in order to comply with the latest amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) which came into effect on 1 January 2022.

***Membership & Secretary***

1.     **Composition** : The Committee shall have at least 3 members (“**Members**”). All Members shall be appointed and removed by the Board.

The majority of the Members shall be Independent Non-Executive Directors (“**INED**”).

2.     **Chairman**     : The Chairman of the Committee shall be appointed by the Board and must be the Chairman of the Board or an INED.
3.     **Secretary**     : The Company Secretary, or in his/her absence, his/her representative, shall act as the Secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

### *Authority*

4. The Committee is authorized by the Board to **seek any relevant information and all requisite resources (including without limitation, independent professional advice)** from the Company or from external resources at the cost of the Company and to do all such things as to enable the Committee to discharge its duties and responsibility.

Note: Arrangement to seek professional advice could be made directly by the Committee or through Company Secretarial Department.

### *Duties*

5. The Committee shall have the following duties:
  - (i) To **review the structure, size and composition** (including the skills, knowledge and experience) **of the board** at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy.
  - (ii) 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**.
  - (iii) To **assess the independence of independent non-executive directors**.
  - (iv) To make recommendations to the board on the **appointment or re-appointment of directors and succession planning for directors**, in particular the chairman and the general manager.
  - (v) To consider other topics as defined by the board.

### *Meetings*

6. **Frequency** : The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
7. **Quorum** : The quorum of a meeting shall be two Members of whom at least one must be INED.
8. **Resolutions** : Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.

Meetings can be held in person, by telephone or by teleconferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants.

A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

The Secretary of the Committee shall keep minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee shall be sent to all Members for their comment and record respectively, in both cases within a reasonable time after each meeting.

9. **Attendance** : The Committee may, from time to time, invite the Chairman of the Board, General Manager, Deputy General Manager, external advisers and/or other persons as may be considered by the Committee to be appropriate to attend all or any part of any meetings. However, only Members are entitled to vote at the meetings.

### ***Reporting Procedures***

10. The Committee shall report to the Board of its findings and recommendations.