

LINK ASSET MANAGEMENT LIMITED
(as manager of Link Real Estate Investment Trust)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1 Purpose

The Nomination Committee shall be accountable to the board of directors ("**Board**") of Link Asset Management Limited ("**Link**") for identifying and recommending to the Board candidates for appointment to the Board, and evaluating the performance of the Board and its members on an annual basis.

2 Membership and Meetings

2.1 The Nomination Committee shall be chaired by the Chair of the Board or an independent non-executive director of Link ("**INED**") and comprise INEDs only, with at least three members. It should meet at least twice a year. The quorum for the meeting shall be a simple majority of the members.

2.2 The Nomination Committee shall report back to the Board on its decisions and progress on a regular basis as to be determined by the Nomination Committee and approved by the Board.

3 Responsibilities of the Nomination Committee

3.1 Board Vacancies

- (a) When a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board, identify individuals qualified to become members of the Board.
- (b) Recommend to the Board when new members should be added to the Board and to its committees.
- (c) Review the structure, size, composition and diversity (including the gender, skills, knowledge and experience) of the Board and its committees at least annually and recommend any proposed changes to the Board to complement the corporate strategy and for Board succession planning (particularly for the chair of the Board and the Group Chief Executive Officer of Link).
- (d) Recommend to the Board about membership of Board committees and the induction provided to new directors of Link ("**Directors**").
- (e) Oversee the succession planning for the Board and senior management (including C-suites and managing directors).
- (f) Receive nominations from the unitholders of Link Real Estate Investment Trust ("**Unitholders**") on potential Board members.

- (g) Nominate and provide recommendations on persons for appointment and re-appointment as Directors to the full Board for re-election by Unitholders.
- (h) When recommending appointment and re-appointment for Directors, consider factors below, *inter alia*:
 - (i) Mix of Board members that promotes diversity of background and experience on the Board;
 - (ii) Competency;
 - (iii) Age of potential/existing Director;
 - (iv) Independence of potential/existing Board member;
 - (v) Business, technical, or specialised skills and experience of Board member/potential Board member;
 - (vi) Ability, time, commitment and willingness of a new Board member to serve and an existing Board member to continue service; and
 - (vii) Specific value a member/potential member can add to the Board.
- (i) Review the board diversity policy of Link and endorse any amendments to the Board for approval, as appropriate. Refer to Link's board diversity policy when recommending appointment, re-appointment or any changes to Board members and to set numerical targets for the maintenance of gender diversity on the Board.

3.2 Director's Performance and Board Evaluation

- (a) Annually evaluate the performance of the Board as a whole, and report the results to the Board. Consider engaging outside consultants to evaluate the Board and its members on an on-going basis.
- (b) Annually review the performance of Board members who are expected to stand for election at the next annual general meeting.
- (c) Monitor the attendance record of Directors for all Board and committee level meetings.
- (d) Propose Directors for appointment, re-appointment and removal from the Board in accordance with Link's board diversity policy and relevant codes and policies and Link's constitutional documents.
- (e) Prepare and update job description required for a particular Board level appointment.
- (f) Review and monitor the training and continuous professional development of Directors.

3.3 Others

- (a) Develop, review and recommend to the Board on Link's Corporate Governance Policy and practices, and other issues related to governance, independence and ethics.
- (b) Assist the Board and Link to interpret and apply Link's business conduct guidelines and other issues related to company and employee conduct and ethics.
- (c) Recommend to the Board standards and practices for Director's independence, with reference to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the time being.
- (d) Review the independence qualification for INEDs and review the qualifications and competence of Directors.
- (e) Review and endorse to the Board the implementation and effectiveness of mechanism(s) put in place to ensure independent views and input are available to the Board on an annual basis.
- (f) Ensure new Board members receive formal letters of appointment stating time commitment, committee service and other involvements expected from them.
- (g) Select, appoint, direct and (if appropriate) terminate the employment of outside experts as the Nomination Committee deems necessary in the performance of its duties.
- (h) Maintain and update these terms of reference as the Nomination Committee deems appropriate and/or if instructed by the Board.

(Approved by the Board on 6 November 2024)