

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

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

**1 Purpose**

- 1.1** The Nomination Committee shall assist the board of directors (“**Board**”) of Link Asset Management Limited (“**Link**”, as manager of Link Real Estate Investment Trust (“**Link REIT**”)) in:
- (a) identifying and recommending to the Board candidates for appointment to the Board;
  - (b) overseeing succession planning for the Board and senior management (“**Senior Management**”) of Link;
  - (c) evaluating the performance of the Board and its members on an annual basis; and
  - (d) monitoring Link’s corporate governance framework and making recommendations to the Board to ensure that the framework is consistent with applicable corporate governance standards and best practice.
- 1.2** Where there is a perceived overlap of responsibilities between the Nomination Committee and any other committees of the Board, the respective committee chairs will have the discretion to agree the most appropriate committee to fulfil any obligation.
- 1.3** Senior Management in these terms of reference shall have the meaning ascribed under the Corporate Governance Code of Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time-to-time) and shall generally include those senior individuals named in the annual report of Link REIT.

**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. It shall comprise at least three members and at least one member of a different gender.
- 2.2** The Nomination Committee shall meet at least twice a year. The quorum for the meeting shall be a simple majority of the members.
- 2.3** The Company Secretary of Link or his/her delegate shall be secretary of the Nomination Committee.

- 2.4 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.
- 2.5 The Nomination Committee may engage external advisors and invite them to join its meetings as it requires.

### 3 Responsibilities of the Nomination Committee

#### 3.1 Board Structure, Composition and Succession Planning

- (a) Review and make recommendations to the Board (if appropriate) concerning the structure, size, composition and diversity (including the gender, ethnicity, skills, knowledge and experience) of the Board and its committees at least annually. Assist the Board in maintaining a board skills matrix. In the execution of these tasks the Nomination Committee shall take into account Link's corporate strategy, its board diversity policy and relevant codes and policies, and Link's constitutional documents.
- (b) Identify, assess and recommend to the Board for its approval the appointment of suitable director candidates who meet the Board's criteria for appointment to the Board and to its committees.
- (c) Prepare and update job descriptions as required for specified Board level appointments, as necessary.
- (d) Receive nominations from the unitholders of Link REIT ("**Unitholders**") concerning potential directors of Link ("**Directors**").
- (e) Recommend to the Board for its approval the appointment or removal of Directors and the nomination of Directors for election or re-election by Unitholders.
- (f) When recommending the appointment and re-appointment of Directors, consider the factors below:
- (i) Performance and competency of potential/existing Directors;
  - (ii) Business, technical, or specialised skills and experience of potential/existing Directors and the board skills matrix;
  - (iii) Specific value a potential/existing Director can add to the Board;
  - (iv) Independence of potential/existing Directors;
  - (v) Ability, time, commitment and willingness to serve on the Board;
  - (vi) Mix of Directors that promotes diversity of background and experience of the Board;
  - (vii) Age of the potential/existing Directors; and
  - (viii) Director nominations received from Unitholders.

- (g) Annually review and assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively.
- (h) Monitor the attendance record of Directors for Board and Board committee meetings.
- (i) Oversee succession planning for the Board (in particular for the chair of the Board and the Chief Executive Officer ("CEO") of Link) and recommend to the Board for its approval prospective appointees, as appropriate.
- (j) Periodically update CEO succession planning arrangements and talent mapping, together with other executive director roles as appropriate.
- (k) Periodically update CEO contingency planning arrangements.
- (l) Oversee management's succession planning arrangements for Senior Management.
- (m) Annually review the board diversity policy of Link and measurable objectives for the promotion of gender diversity on the Board and endorse any amendments to the Board for its approval, as appropriate.

### **3.2 Board Evaluation**

- (a) Annually evaluate the performance of the Board as a whole and of Directors on an individual basis as deemed necessary and report the results to the Board. Engage outside consultants to support the Board evaluation process, as necessary.

### **3.3 Others**

- (a) Develop, review and recommend to the Board for its approval Link's Corporate Governance Policy and practices and other issues related to governance and ethics.
- (b) Review the independence of INEDs and review the qualifications and competence of Directors.
- (c) Review and endorse to the Board for its approval the implementation and effectiveness of mechanisms put in place to ensure independent views and input are available to the Board on an annual basis.
- (d) Ensure new Directors receive formal letters of appointment stating time commitment, committee service and other involvements expected from them.
- (e) Select, appoint, direct and (if appropriate) terminate the employment of outside experts as the Nomination Committee deems necessary in the performance of its duties.
- (f) Oversee and assist the Board in other matters as determined by the chair of the Nomination Committee from time-to-time.

- (g) Review and recommend to the Board for its approval any changes to these terms of reference as the Nomination Committee deems appropriate and/or if instructed by the Board.

(Approved by the Board on 27 May 2025)