

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

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

**Introduction**

In these terms of reference:

<b>“Board”</b>	means the board of Directors of the Company;
<b>“CEO”</b>	means the Chief Executive Officer of the Company;
<b>“CFO”</b>	means the Chief Financial Officer of the Company;
<b>“Company”</b>	means Link Asset Management Limited;
<b>“Director(s)”</b>	means director(s) of the Company from time to time;
<b>“Entities”</b>	means the Company (or, if any, its subsidiary) and the Special Purpose Vehicles (as defined in REIT Code) of Link REIT;
<b>“Executive Director(s)”</b>	means the CEO, the CFO and any other director(s) appointed to the Board who has a service contract in the nature of employment with the Company;
<b>“INED(s)”</b>	means independent non-executive director(s) of the Company;
<b>“Link REIT”</b>	means Link Real Estate Investment Trust of which the Company is the manager;
<b>“Listing Rules”</b>	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);
<b>“NED(s)”</b>	means non-executive director(s) of the Company;
<b>“REIT Code”</b>	means the Code on Real Estate Investment Trusts;
<b>“Trustee”</b>	means HSBC Institutional Trust Services (Asia) Limited, the trustee of Link REIT; and
<b>“Unitholders”</b>	means the unitholders of Link REIT.

## **Detailed Terms of Reference for the Nomination Committee**

### **1 Objective**

The Nomination Committee shall be accountable to the Board 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 Chairman of the Board or an INED and its members shall comprise a majority of INEDs, one of whom should also be a NED of the Remuneration Committee. It should meet at least twice a year.

**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 chairman of the Board and the CEO).
- (d) Make recommendations to the Board about membership of Board committees and Director's orientation.
- (e) Receive nominations from Unitholders on potential Board members.
- (f) Nominate and provide recommendations on persons for appointment and re-appointment as Directors to the full Board for re-election by Unitholders.

- (g) 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.
- (h) Review the board diversity policy of the Company and endorse any amendments to the Board for approval, as appropriate. Refer to the Company'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 the Company's board diversity policy and relevant codes and policies and the Company'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 the Company's Corporate Governance Policy and practices, and other issues related to governance, independence and ethics.
- (b) Assist the Board and the Company to interpret and apply the Company'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 Listing Rules of 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 16 March 2022 and effective on 1 April 2022)