

**MELCO INTERNATIONAL DEVELOPMENT LIMITED**  
**(the “Company”)**

**NOMINATION POLICY**

**1. Purpose**

This policy sets out the criteria, procedures and process for the Nomination and Corporate Governance Committee (“**NCGC**”) of the Company to nominate and recommend a suitable candidate to the board of directors (the “**Board**”) of the Company either to fill a casual vacancy or as an addition to the Board, or to stand for election or re-election (if appropriate) by shareholders at the general meetings of the Company.

**2. Nomination Criteria**

When identifying, assessing and recommending suitable candidate for directorship of the Company, NCGC will consider a variety of factors including without limitation the following:

- (1) diversity in all aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service and other objective criteria as set out under the Board Diversity Policy;
- (2) commitment in respect of sufficient time, interest and attention the Company’s business (in particular, if the candidate will be nominated as an independent non-executive director and will be holding his/her seventh (or more) listed company directorship, NCGC should consider the reason given by the candidate for being able to devote sufficient time to the Board);
- (3) potential conflict of interests of the candidate;
- (4) compliance with the criteria of independence as prescribed under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the appointment of an independent non-executive director;
- (6) the appointment of any proposed candidate to the Board or re-appointment of any existing members of the Board being made in accordance with the Company’s Articles of Association (the “**Articles of Association**”) and other applicable rules and regulations; and
- (5) other factors as NCGC considers appropriate in assessing the candidate.

**3. Nomination Procedures**

**(A) Procedures for Appointment of New Director**

In respect of the appointment of any candidates to the Board, the following process should be adopted:

- (1) NCGC identifies candidates, with or without assistance from the Human

Resources Department and external agencies, pursuant to the criteria set out in section 2 above;

- (2) should there be any vacancy of the Board to be filled, the Human Resources Department shall prepare a proposed search plan and selection process for NCGC's consideration as soon as possible after the vacancy is occasioned;
- (3) any candidate proposed by the Human Resources Department or external agencies for NCGC's consideration shall have full regard to the criteria set out in section 2 above; full biographic details of the candidate and the Human Resources Department's analysis of the suitability of the candidate shall be given to NCGC with reasonable time for NCGC to consider its recommendation to the Board;
- (4) NCGC provides to the Board the biographic details and other information as required under Rule 13.51(2) of the Listing Rules in relation to the candidates;
- (5) NCGC makes recommendation to the Board on the appointment of director, including the terms and conditions of appointment;
- (6) the Board decides on the appointment based upon the recommendation of NCGC;
- (7) an appointment of director should be confirmed by a letter of appointment, which should set out terms and conditions of the appointment approved by the Remuneration Committee; and
- (8) pursuant to Rule 13.74 of the Listing Rules, where shareholders are required to vote on electing a director, the circular accompanying the notice of the relevant general meeting should contain the biographic details and other information of the proposed new director as required under Rule 13.51(2) of the Listing Rules.

**(B) Procedures for Re-election of Director at General Meeting**

In respect of the re-election of directors at a general meeting pursuant to the Articles of Association, the following process should be adopted:

- (1) NCGC reviews and determines whether the retiring directors continue to meet the selection criteria set out in section 2 above;
- (2) NCGC shall make recommendations to the Board which shall then make recommendation to the shareholders in respect of the proposed re-election of directors at the general meeting; and
- (3) pursuant to Rule 13.74 of the Listing Rules, where shareholders are required to vote on re-electing directors, the circular accompanying the notice of the relevant general meeting should contain the biographic details and other information of the directors proposed to be re-elected as required under Rule 13.51(2) of the Listing Rules.

**(C) Procedures for Nomination by Shareholders**

Shareholders of the Company may propose a person for election as a director at a general meeting. Details are set out in the document entitled “Procedures for Shareholders to Propose a Person for Election as a Director” published on the Company’s website.

**4. Review of the Policy**

NCGC will review the policy periodically in line with the Company’s strategy and recommend any proposed changes to the Board for approval.

*(Adopted on 29 March 2019 and revised on 21 January 2020 and 13 December 2022)*