

NOMINATION COMMITTEE REPORT

This Nomination Committee Report presents the structure, mandate, activities, and decisions of the Nomination Committee ('the Committee') of Susdev Group International Holdings Company Limited ('the Company') for the financial year ended 31 December 2025.

1) Composition of the Nomination Committee

As at 31 December 2025 and up to the date of this Report, the Nomination Committee comprised the following members:

Name	Position
Ms. Pham Ngoc Anh Thi	Chairwoman
Mr. Vo Hoang Duc Son	Member
Mrs. Le Thi My Loan	Member
Mrs. Trinh Phuong Anh	Member
Mr. Nguyen Duc Thinh	Member
Mr. Alvin Feng	Member
Mr. Nguyen Hoang Minh	Member

The Committee includes senior leaders with deep understanding of governance, leadership assessment, organisational requirements, and succession planning across the Group's multi-country operations.

2) Duties and Responsibilities

The Nomination Committee is responsible for ensuring the Board and senior leadership team maintain appropriate balance of skills, experience, diversity, and independence to support the Group's long-term strategy. Key responsibilities include:

- Reviewing Board composition and recommending appointments, re-appointments, and rotation of Directors.
- Evaluating independence of Independent Non-Executive Directors (INEDs).
- Overseeing succession planning for the Board, CEO, senior executives, and critical roles.
- Reviewing the Group's leadership pipeline and development plans.
- Conducting annual Board, Committee, and individual Director performance evaluations.
- Monitoring Board diversity including gender, nationality, skillset, and tenure.

3) Meetings and Attendance (FY2025)

The Committee held ****two (2)**** meetings during FY2025. Attendance is summarised below:

Member	Attendance
Ms. Pham Ngoc Anh Thi (Chairwoman)	2/2
Mr. Vo Hoang Duc Son	2/2
Mrs. Le Thi My Loan	2/2
Mrs. Trinh Phuong Anh	2/2
Mr. Nguyen Duc Thinh	2/2
Mr. Alvin Feng	2/2
Mr. Nguyen Hoang Minh	2/2

4) Board Composition Review and Appointments

In FY2025, the Committee conducted a structured review of Board composition, focusing on Board size, diversity, independence, tenure, and capability alignment with the Group's strategic priorities in Hospitality, Property Development, and Aviation Insights.

Key considerations included:

- Maintaining a balanced Board with a majority of Non-Executive Directors, including at least two INEDs.
- Ensuring adequate expertise in financial oversight, project development, sector insights, governance, and ESG.
- Supporting leadership continuity during a period of expansion and commissioning of major assets.

During the year, the Committee reviewed the re-appointment of Directors retiring by rotation and affirmed the independence of INEDs in accordance with governance principles.

5) Board Skills, Competency and Diversity Review

The Committee reviewed the skills matrix and diversity profile of the Board to ensure it remains appropriate for the Group's strategic direction. Factors considered included:

- Skills: Strategy, finance, hospitality operations, property development, aviation infrastructure, technology, risk management, ESG.
- Diversity: Gender, nationality, age, tenure, and professional background.
- Experience coverage across APAC markets where the Group operates.

6) Succession Planning and Leadership Development

The Committee reviewed succession plans for Board and senior management positions, identifying critical roles and potential successors. Internal talent development programmes were assessed, with emphasis on high-potential leaders in Hospitality, Property Development and Aviation Insights.

Key areas of focus included:

- Strengthening leadership bench for project delivery, commercialisation, operations, and governance roles.
- Developing future leaders through structured rotations, mentorship, and targeted training.
- Ensuring continuity in executive leadership during expansion and commissioning of new assets.

7) Board, Committee, and Director Evaluation (FY2025)

In accordance with governance best practices, the Committee oversaw the annual evaluation of the Board, its Committees, and individual Directors.

The evaluation covered:

- Board effectiveness, strategic oversight, and quality of discussions.
- Committee performance and clarity of mandates.
- Director preparedness, contribution, independence, and behavioural attributes.
- Information quality, timeliness, and transparency in reporting.

Key outcomes included strengthening data-risk reporting, enhancing Board succession planning, and further integrating ESG into Board-level oversight.

8) Independence Assessment of Independent Non-Executive Directors

The Committee conducted an independence review of all INEDs, considering professional background, financial or personal relationships, tenure, and potential conflicts of interest.

The Committee concluded that INEDs continue to satisfy independence criteria and provide objective, unbiased judgement.

9) Governance Enhancements and Policy Review

In FY2025, the Committee reviewed and endorsed governance improvements including:

- Updated Board Diversity Policy with strengthened gender and skills targets.
- Enhanced Director induction and continuous training modules.
- Revised competency requirements for Committee membership.
- Improved documentation for succession and leadership review processes.

10) Outlook for FY2026

The Committee's priorities for FY2026 are as follows:

- Continue Board refresh to strengthen ESG, technology, and risk capabilities.

- Enhance succession coverage for mission-critical roles.
- Further integrate leadership development pathways across business lines.
- Maintain strong focus on diversity and governance transparency.

On behalf of the Nomination Committee,

Ms. Pham Ngoc Anh Thi

Chairwoman, Nomination Committee