

Nomination Committee Terms of Reference

1. Objectives

The Committee supports the Board as follows:

- 1.1 reviewing the structure, size and composition required of the Board to ensure that it consists of directors with the appropriate balance of skills, knowledge, experience and diversity of perspectives;
- 1.2 assessing the independence of independent non-executive directors;
- 1.3 making recommendations to the Board on appointment of directors; and
- 1.4 overseeing succession planning for the Board.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall be made up of at least three members, the majority of whom should be independent non-executive directors.
- 2.2 Only members of the Committee have the right to attend Committee meetings. Other executives of the Group including the Chief Executive Officer (if he is not already a member) may be invited to attend all or part of any meeting as and when appropriate.
- 2.3 The Board shall appoint the Committee Chairman, who shall be the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matters of his own appointment and succession to the chairmanship.

3. Secretary

The Committee Chairman shall nominate a secretary to the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be majority of the members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- 5.1 The Committee shall meet at least once a year or such other times a year at appropriate times in the reporting cycle and otherwise as required.
- 5.2 In-camera meeting, wherein the secretary is not present, may be called as either a stand-alone meeting or as a separate private meeting at the end of a regularly scheduled Committee meeting. Management may or may not be invited, at the discretion of the Committee Chairman. A resolution shall convene and terminate the in-camera meeting when called at the end of a regularly scheduled meeting. Any such resolutions shall be recorded in the minutes of the meeting. Matters discussed “in-camera” are not to be discussed outside the meeting by those in attendance.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of the Chairman of the Committee if he considers it necessary.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend at least 14 days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at least five clear days in advance of the meeting.

7. Minutes of Meetings

- 7.1 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 The secretary shall circulate the minutes of Committee meetings to all members of the Committee within a reasonable time (generally within 14 days) after each meeting and, once agreed, to all members of the Board.

8. Annual General Meeting

The Committee Chairman should, as far as practicable, attend the Annual General Meeting and make himself available to respond to any shareholder questions on the Committee’s activities.

9. Duties

9.1 The Committee shall:

- 9.1.1 review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) required of the Board and other factors which may be relevant to their effectiveness compared to its current position at least annually, and make recommendations to the Board with regard to any changes to complement the Company's corporate strategy;
- 9.1.2 be responsible for identifying and nominating new appointment for the approval by the Board, and candidates to fill Board vacancies as and when they arise; and also for recommending to the Board on re-appointment of directors. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, and have the time and ability to contribute to the Board with due regard the benefits of diversity on the Board;
- 9.1.3 before appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity of perspectives and independence on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- 9.1.4 keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace; succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer;
- 9.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 9.1.6 assess the independence of independent non-executive directors;
- 9.1.7 review the Diversity Policy periodically;
- 9.1.8 review the Nomination Policy periodically;
- 9.1.9 review annually the time commitment required from non-executive directors;
- 9.1.10 review potential and declared conflicts of interests of directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers this to be necessary;

9.1.11 review and monitor the training and continuous professional development of directors and senior management; and

9.1.12 make available the Committee's terms of reference.

9.2 The Committee shall also make recommendations to the Board concerning:

9.2.1 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and

9.2.2 the appointment of any director to executive office.

10. Reporting Responsibilities

10.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Authority

The Committee is authorized:

11.1 to seek any information it requires from any employee of the Company in order to perform its duties; and

11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

Definitions :

"Board" shall mean the board of directors of the Company.

"Committee" shall mean the Nomination Committee of the Company.

"Company" shall mean Hysan Development Company Limited.

"Group" shall mean the Company and its subsidiaries.
