

**TERMS OF REFERENCE  
OF  
NOMINATION COMMITTEE**

**1. Membership**

- 1.1 Members of the Nomination Committee shall be appointed by the board of directors (the “Board”) of the Company.
- 1.2 The majority of the members of the Nomination Committee shall be independent non-executive directors (“INEDs”).
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board and shall either be the Chairman of the Board or an INED.

**2. Secretary**

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.
- 2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

**3. Frequency and Proceedings of Meetings**

*Frequency of meetings*

- 3.1 The Nomination Committee shall meet at least once each year. Additional meetings of the Nomination Committee may be held as and when required.

### *Quorum*

- 3.2 The quorum for meetings of the Nomination Committee shall be any two members.

### *Attendance at meetings*

- 3.3 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person, by telephone or by video conference or through other electronic means of communication or in such other manner as the members may agree.
- 3.4 At the invitation of the Nomination Committee, the Chairman of the Board, other directors, relevant senior management, external advisers and other persons may be invited to attend all or part of any meetings.

### *Notice of meetings*

- 3.5 A meeting of the Nomination Committee may be convened by any of its members or by the secretary of the Nomination Committee.
- 3.6 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all members of the Nomination Committee waive such notice. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

### *Resolutions*

- 3.7 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members present.
- 3.8 A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

### *Minutes of meetings*

- 3.9 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meeting.
- 3.10 Minutes of the Nomination Committee shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

## **4. Authority**

- 4.1 The Nomination Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense and to conduct interviews with prospective candidates for nomination.
- 4.2 The Nomination Committee is and may, from time to time, seek advice from independent professionals, at the Company's expense, to perform its duties and responsibilities.
- 4.3 The Nomination Committee should be provided with sufficient resources to perform its duties.

## **5. Responsibility, Powers and Functions**

The Nomination Committee shall have the following responsibilities, powers and functions:

- 5.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- 5.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of

individuals nominated for directorships.

5.3 To assess the independence of INEDs.

5.4 To make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the Chairman of the Board and the chief executive.

## **6. Reporting Responsibility**

6.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

## **7. Annual General Meeting**

7.1 The chairman of the Nomination Committee or in his/her absence, another member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

*Note:*

*If there is any inconsistency between the English and Chinese version of this Term of Reference, the English version shall prevail.*

30 March 2012