



**新鴻基有限公司**

**SUN HUNG KAI & CO. LIMITED**

**TERMS OF REFERENCE OF NOMINATION COMMITTEE (THE “COMMITTEE”)**

**1 Membership**

- (a) The Committee shall be appointed by the board of directors of the Company (the “Board” or “Directors”) and shall consist of not less than three members, a majority of whom should be Independent Non-Executive Directors (“INEDs”).
- (b) The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.
- (c) The Chairman of the Committee shall be the chairman of the Board, or an INED elected by the Board.
- (d) The Company Secretary of the Company shall be the Secretary of the Committee.

**2 Frequency and Proceedings of Meetings**

- (a) Meetings should be held as and when necessary.
- (b) A quorum of a meeting shall be two members of the Committee, one of whom must be an INED. If the Chairman of the Committee is not present at any meeting of the Committee, the members in attendance may appoint a chairman of the meeting.
- (c) A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.
- (d) Save as indicated herein, the proceedings of the Committee shall be governed by the provisions of the Company’s Articles of Association.

**3 Attendance at Meetings**

- (a) The Committee may, if necessary, invite other persons to participate in the Committee meetings.
- (b) The Secretary of the Committee shall attend all meetings.

**4 Duties and Authorities**

The Committee shall be provided with sufficient resources to enable it to perform its duties, including, where necessary, to seek independent professional advice, at the Company’s expense, to perform its responsibilities.





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The duties and authorities of the Committee shall be:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s). In identifying suitable candidates, the Committee shall consider candidates on merits and against objective criteria, with due regard to the benefits of diversity on the Board;
- (c) to assess the independence of INEDs;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and
- (e) to review the Board Diversity Policy (the "Policy"), as appropriate, and review the measurable objectives that the Board has set for implementing the Policy, the progress on achieving the objectives and make disclosure of a summary of the Policy in the Corporate Governance Report annually.

## 5 Nomination Policy and Procedure

The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's businesses. To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of its responsibilities, in particular the following:

- (a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;





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- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the Audit Committee, the Remuneration Committee and the Nomination Committee (in the case of candidate for Non-Executive Director) and other relevant Board Committees, if invited;
- (d) bringing a range of business and financial experience to the Board, giving the Board and any Committees on which he or she serves the benefit of his or her skills, expertise, varied backgrounds, qualifications and diversity through attendance and participation in the Board/Committee meetings;
- (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the Committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), where appropriate.

If the candidate is proposed to be appointed as an INED, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

## 6 Reporting Procedure

- (a) The Committee should report back to the Board on decisions or recommendations made, unless there are legal and regulatory restrictions to do so.
- (b) At the next meeting of the Board following a meeting/written resolutions of the Committee, copy of the minutes of the meeting/resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.
- (c) Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:



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- I. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- II. if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to be Board;
- III. the perspectives, skills and experience that the individual can bring to the Board; and
- IV. how the individual contributes to diversity of the Board.

## **7 Availability and Update of the Terms of Reference**

The terms of reference of the Committee shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including them on the websites of both the Stock Exchange and the Company.

*(Updated as of 1 January 2019)*

