



沪港联合

## **HONG KONG SHANGHAI ALLIANCE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1001)**

### **NOMINATION COMMITTEE**

#### **TERMS OF REFERENCE**

##### **1. Objectives**

The nomination committee (the “**Nomination Committee**”) of Hong Kong Shanghai Alliance Holdings Limited (the “**Company**”) is to assist the board of directors (the “**Board**”) in formulating policy and making recommendations to the Board on nomination, appointment or re-appointment of directors and Board succession.

##### **2. Membership**

The members of the Nomination Committee shall be appointed by the Board and comprise a minimum of three directors of which the majority should be independent non-executive directors. The Nomination Committee should be chaired by the chairman of the Board or an independent non-executive director.

##### **3. Frequency and proceedings of meetings**

The Nomination Committee should meet at least once per year. Additional meetings should be held as the Nomination Committee considers necessary.

A quorum for the meeting shall be two members of the Nomination Committee. Proceedings of meetings shall be governed by the Bye-laws of the Company.

##### **4. Attendance at meetings**

As necessary or desirable, the chairman of the Nomination Committee may invite or request other Board members, members of senior executives and/or other person to present at meetings of the Nomination Committee.

The company secretary of the Company or such other person with appropriate qualification and experience as appointed by the Nomination Committee from time to time shall act as the secretary of the Nomination Committee.

Any members of the Nomination Committee or other attendees may participate in a meeting of the Nomination Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

## **5. Minutes and written resolutions**

Minutes (draft and final versions) of each Nomination Committee meeting are to be prepared and sent to the Nomination Committee members for their comment and records respectively, in both case within a reasonable time after the meeting.

Written resolutions 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 and may consist of several documents in like form each signed by one or more of the members of the Nomination Committee.

Copies of the minutes of the meetings/written resolutions of the Nomination Committee shall be provided to the Board as requested.

## **6. Authority**

The Nomination Committee is authorised by the Board to deal with any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate as requested by members of the Nomination Committee.

The Nomination Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain outside or other independent professional advice as necessary to assist the Nomination Committee in carrying out its duties and to secure the attendance of outsiders with relevant experience and expertise. The Nomination Committee shall act as an advisory role to the Board.

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

The Nomination committee should be provided with sufficient resources to perform its duties.

## **7. Responsibilities, powers and functions**

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

- (a) 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;

- (b) 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;
- (c) to assess the independence of independent non-executive directors;
- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive; and
- (e) to consider other topics, as defined by the Board.

## **8. Availability and update**

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

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*Updated on 31 March 2016*

*(If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.)*