



*(Incorporated in Bermuda with limited liability)*

## **Terms of Reference of Nomination Committee**

### **1 Membership**

- 1.1 Members of the Nomination Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of the Company and shall be made up of at least three members who are directors of the Company.
- 1.2 The majority of the Committee members shall be independent non-executive directors.
- 1.3 The Committee Chairman shall be appointed by the Board and shall be either Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.

### **2 Secretary**

- 2.1 The company secretary or his or her nominee shall act as the secretary of the Committee.

### **3 Quorum**

- 3.1 A quorum shall be two members.

### **4 Frequency of Meetings**

- 4.1 The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Committee demands.
- 4.2 The Committee Chairman may convene additional meetings at his/her discretion.

### **5 Minutes of Meetings**

- 5.1 The secretary shall minute the proceedings and resolutions of all meetings of the Committee.
- 5.2 The secretary shall circulate the minutes of meetings to all members of Committee and once agreed by the Committee Chairman, to all members of the Board.
- 5.3 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.

## **6 Duties**

The duties of the Committee shall be:-

- 6.1 to review the structure, size, composition and diversity (including but not limited to skills, knowledge, gender, age, cultural and educational background, or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 to identify suitably qualified individuals to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships on merits and against objective criteria, with due regard on the benefits of diversity on the Board;
- 6.3 to assess the independence of independent non-executive directors;
- 6.4 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 of the Company, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- 6.5 to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- 6.6 to perform its duties with sufficient resources made available to it and seek independent professional advice, at the Company's expense, to perform its responsibilities when necessary; and
- 6.7 to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or imposed by legislation.

## **7 Reporting Responsibilities**

- 7.1 The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the Committee Chairman shall report to the Board on the findings and recommendations of the Committee.

*(Revised on 9 August 2013)*