

# China Uptown Group Company Limited



**<Nomination Committee>**

**Terms of Reference**

First adopted on 29 March 2012  
First revised on 20 December 2013

*The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.*

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**A. Role and function**

The Nomination Committee is established as a committee of the board of directors (the “Board”). It is responsible for considering and reviewing the directors’ Nomination policy.

**B. Composition of Nomination Committee**

The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum for the meeting shall be two members of the Nomination Committee. The chairman of the Nomination Committee shall be either the chairman of the Board or the independent non-executive director and appointed by the Board. In his absence, members present may elect any member to chair a committee meeting.

**C. Meeting**

The Nomination Committee may, from time to time, invite any Board member or officer or any other person to attend any of its meeting so as to ensure that the Nomination Committee to better perform its duties and obligations. The Company Secretary or his or her delegate or such other person appointed by the chairman shall be the secretary of the Nomination Committee.

**D. Duties and Authority**

To fulfill its responsibilities, the Nomination Committee shall:

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, with due regard to the board diversity policy of the Company (the “Board Diversity Policy”);
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;
3. to assess the independence of independent non-executive directors;

4. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
5. Where the Board proposes a resolution to elect an individual as an independent non-executive director 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 why they believe he should be elected and the reasons why they consider him to be independent;
6. monitor the implementation of the Board Diversity Policy and review such policy as appropriate, to ensure the effectiveness of Board Diversity Policy;
7. do any such things to enable it to perform its duties conferred on it by the Board; and
8. to consider other topics, as defined by the Board.

#### **E. Resources**

The Nomination Committee is authorized by the Board to seek any advices from independent professionals and if necessary, may invite those professional(s) with relevant experience, to attend the meeting of Nomination Committee. The Company should provide the nomination committee sufficient resources to perform its duties.