

*(Terms of Reference of Nomination Committee are available in English only)*

*(提名委員會職權範圍僅以英文載列)*

## **SHUN TAK HOLDINGS LIMITED**

### **NOMINATION COMMITTEE TERMS OF REFERENCE**

The Board of Directors (“Board”) of Shun Tak Holdings Limited (the “Company”) hereby constitutes and establishes a nomination committee (the “Nomination Committee”) with authority, responsibility and duties as described below:-

#### **Membership**

The Nomination Committee shall be appointed by the Board of the Company from time to time. The Nomination Committee shall comprise a minimum of five members and consist of a majority of independent non-executive directors and the Managing Director and Deputy Managing Director of the Company. The Managing Director shall act as chair of the Nomination Committee. In her absence the Deputy Managing Director shall act as chair. The Company Secretary (or his nominee) shall act as the Secretary of the Committee.

#### **Authority**

The Nomination Committee is authorized by the Board to enact and/or investigate any activity within these terms of reference and shall be provided with sufficient resources to discharge its duties. It is authorized to seek any information it requires from any employee in order to perform its duties and all employees are directed to co-operate with any request made by the Nomination Committee.

The Nomination Committee should consult the Chairman of the Company about its proposal relating to the selection of individuals nominated for directorship and have access to professional advice if considered necessary.

#### **Meetings**

The Nomination Committee should meet as the work of the Nomination Committee demands. The quorum of a meeting shall be three members of the Committee, at least two of them shall be independent non-executive directors. Meetings may be held by telephone conference.

#### **Attendances**

As necessary or desirable, the Chairman of the Nomination Committee may request that members of management and the heads of human resources division be present at meetings of the Nomination Committee.

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#### **Minutes**

Minutes of each Nomination Committee meeting are to be prepared and sent to the Nomination Committee members within a reasonable time after the meeting.

The Company Secretary shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board, unless a conflict of interest exists.

#### **Duties**

- (1) To review the structure, size and composition (including skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board on any proposed changes.
- (2) To identify individual suitably qualified to become Board members or to fill Board vacancies as and when they arise.
- (3) To select or make recommendations to the Board on the selection of individuals nominated for directorships.
- (4) To assess the independence of independent non-executive directors.
- (5) To make recommendations to the Board on matters relating to the appointment of directors and succession planning for directors.
- (6) To report back to the Board on recommendations made, unless there are legal or regulatory restrictions to do so.

#### **Procedures on appointment of directors**

The appointments of directors are first considered by the Nomination Committee. Recommendations are then put to the Board for consideration and decisions. All directors are subject to election by shareholders at the annual general meeting.

Adopted by the Board on 12 December 2007.