

**Uni-President China Holdings Ltd.**

統一企業中國控股有限公司

**Terms of reference of  
the Nomination Committee  
of the Board of the Company**

**Adopted by the Board on 23 November 2007,**

**Revised on 27 March 2012**

**Second Revised on 14 December 2018**

## DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meaning set out below:

<b>“Board”</b>	means the Board of Directors of the Company;
<b>“Committee”</b>	means the Nomination Committee of the Board of the Company;
<b>“Company”</b>	means Uni-President China Holdings Ltd. (統一企業中國控股有限公司);
<b>“Director(s)”</b>	means the director(s) of the Company;
<b>“Group”</b>	means the Company and its subsidiaries;
<b>“Independent Non-executive Director(s)”</b>	means the independent non-executive Director(s);
<b>“Listing Rules”</b>	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
<b>“senior management”</b>	means the category of persons considered as senior management under the Listing Rules.

## **Composition**

- 1 The Committee shall comprise of not less than three Directors, a majority of whom shall be Independent Non-executive Directors.
- 2 The chairman of the Committee, who shall be the chairman of the Board or an Independent Non-executive Director, shall be appointed by the Board.
- 3 Members of the Committee shall be appointed and removed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.
- 4 The secretary of the Committee shall be the company secretary of the Company or any person designated as such by the Committee from time to time.

## **Disclosure of Interests and Voting**

- 5 Each member of the Committee shall disclose to the Committee any personal financial interest in, and any potential conflict of interest arising from, any matter to be decided by the Committee. A member of the Committee shall abstain from voting on any resolution(s) of the Committee in which he or any of his associates (as defined in the Listing Rules) has a material interest and shall not be counted towards the quorum of such a meeting at which such resolution(s) is/are considered by the Committee, unless the exceptions set out in the articles of association of the Company apply.

## **Proceedings**

- 6 Unless otherwise agreed by all the members of the Committee (either orally or in writing), a meeting shall be called by at least seven days' notice. Irrespective of the length of notice being given, attendance of a member of the Committee at a meeting constitutes a waiver of such notice unless the member of the Committee attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.
- 7 Notice of meeting shall be given to each member of the Committee, and to any other person invited to attend, in person orally or in writing or by telephone conference or by email or by facsimile transmission at the telephone or facsimile or address or email address last notified to the secretary of the Committee by such member of the Committee or in such other manner as the members of the Committee may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- 8 Notice of meeting shall state the purpose, time and venue of the meeting.
- 9 The quorum for meetings of the Committee shall be not less than any two of its members present in person or by means of a telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other.
- 10 A member of the Committee may and, on the request of a member of the Company, the secretary to the Committee shall, at any time convene a meeting of the Committee, but in any event meetings of the Committee are to be held not less than once every year, or at

such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

## **Authorities and Duties**

**11.1** The Committee is authorised by the Board:

- (a)** to seek any information it requires from any employee of the Company and its subsidiaries and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b)** to review the performance of the Directors and senior management;
- (c)** to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (d)** to exercise such powers as the Committee may consider necessary and expedient so that their duties can be properly discharged.

**11.2** The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

**12** The duties of the Committee are:

- 12.1** 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;
- 12.2** to review the structure, size and composition (including the diversity of skills, knowledge, experience and perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 12.3** to develop and review, as appropriate, the Board diversity policy ("Board Diversity Policy") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives;
- 12.4** develop and review, as appropriate, the policy for nomination of Directors setting out the process and criteria to select and recommend to the Board candidates for directorship;
- 12.5** to assess the independence of Independent Non-Executive Directors, with regard to the requirements under the Listing Rules;
- 12.6** 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;
- 12.7** to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;

- 12.8 to monitor the attendance record of Directors for all Board and committee level meetings; and
- 12.9 to consider all other matters as referred to the Committee by the Board.

### **Miscellaneous**

- 13 The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.
- 14 The chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.
- 15 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. Full minutes of meetings of the Committee shall be kept by the secretary of the Committee and such minutes shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes of the meeting of the Committee for which he or she has acted as secretary in both draft and final form to all members of the Board within a reasonable time after such meeting is held.
- 16 The Committee shall report to the Board on all of their decisions or recommendations.
- 17 The Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the respective websites of The Stock Exchange of Hong Kong Limited and the Company.

### **Continuation application of the articles of association of the Company**

- 18 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

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Nothing contained in these terms of reference is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable laws and the Listing Rules.