

the expiry of the current term of office. If during the term, any members of the committee no longer maintain the position as a Director, he automatically loses the qualification as a member and the replacement shall be appointed by the committee in accordance with Articles 3 to 5 above.

Chapter 3 Terms of Reference

Article 7 The major terms of reference of the Nomination Committee are:

1 To review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy, based on the Company's operations, scale of assets and shareholding structure;

2 To formulate and review (where appropriate) the board diversity policy (hereinafter referred to as the "Board Diversity Policy") of the Company and the measurable objectives adopted by the Board for implementing the Board Diversity Policy from time to time, and to review and monitor the progress on achieving these objectives; and to disclose the relevant policy or a summary of the policy in the Company's corporate governance report annually;

3 To formulate and review (where appropriate) the policy for the nomination of Directors (hereinafter referred to as the "Nomination Policy") and to disclose the summary of the Nomination Policy in the Company's corporate governance report annually; the Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;

4 To advise and recommend the Board on the appointment, re-appointment and succession plans of directors and president as well as their selection criteria and procedures;

(5) To identify candidates with appropriate qualifications to serve as directors, to review and make recommendations for candidates (particularly the chairman and the president) having due regard to the Board Diversity Policy and Nomination Policy;

6 To assess the independence of independent non-executive directors;

7 To conduct examination and make recommendations on candidates for Vice-President, Secretary to the Board, Finance In-charge and other senior management required to be resolved by the Board;

(8) Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting shall contain (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons it considers

submitted to the Board for approval and shall be implemented accordingly.

Article 12 The procedures for election and appointment of Directors and senior management are as follows:

1 The Nomination Committee shall actively communicate with the relevant divisions of the Company to study on the demand of the Company for Directors and senior management and to come up with written materials;

2 the Nomination Committee may extensively look for the candidates of Directors and senior management within the Company and its controlled companies as well as in the talents market;

3 to obtain information of the occupation, academic qualification, job title, detailed working experience and all the concurrent positions of the initially proposed candidates and to come up with written materials;

4 to seek the nominees' acceptance on nomination, otherwise he or she shall

Article 21 If necessary, the committee may appoint intermediate institutions to provide professional advice for its decision-making at the expense of the Company.

Article

Article 29 The right to interpret the Rules shall reside with the Board.

Should there be any discrepancy between the English and the Chinese versions of this document, the Chinese version shall prevail.