



# KAISA CAPITAL INVESTMENT HOLDINGS LIMITED

## 佳兆業資本投資集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 936)**

### **Terms of Reference of Nomination Committee (Revised)**

Adoption Date: 25 June 2010

Revised Date: 27 March 2012, 30 August 2013, 22 March 2017 & 24 December 2018

#### **1. Constitution**

1.1 The board (the “**Board**”) of directors (the “**Directors**”) of Kaisa Capital Investment Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) resolved to establish a nomination committee (the “**Committee**”) on 25 June 2010.

#### **2. Membership**

2.1 Members of the Committee (the “**Members**”) shall be appointed by the Board from amongst the Directors and the Committee shall be made up of at least three Members, the majority of whom should be independent non-executive Directors.

2.2 Only the Members have the right to attend Committee meetings. Other executives of the Group may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 The appointment of the Members may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.

2.4 Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the Board.

2.5 The Board shall appoint the chairman of the Committee (the “**Committee Chairman**”) who should be an independent non-executive Director or the chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their numbers to chair the meeting. The Committee Chairman shall not chair the meeting when it is dealing with the matter of succession to the chairmanship.

### **3. Secretary**

3.1 The company secretary of the Company shall act as the secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

### **4. Quorum**

4.1 The quorum necessary for the transaction of business shall be two Members and a majority of whom shall be the independent non-executive Directors. If only two Members are present in any Committee meeting, at least one Member must be an independent non-executive Director.

### **5. Frequency of Meetings**

5.1 The Committee shall meet at least once each year and at such time as the Committee shall require.

### **6. Notice of Meetings**

6.1 The notice of the Committee meetings shall be given to each committee member by the Committee Chairman and/or the company secretary of the Company.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member and any other person required to attend at least 7 days before the date of the meeting. Supporting papers shall be sent in full to the Members and to other attendees as appropriate at least 3 clear days in advance of the meeting.

6.3 Any Member may request for meetings by giving to the Committee Chairman of not less than 14 days' notice in writing.

### **7. Written Resolutions**

7.1 Written resolution passed by all Members shall be valid and effectual.

## **8. Minutes of Meetings**

- 8.1 Full minutes of the Committee meetings shall be kept by the secretary of the Committee.
- 8.2 Draft and final versions of minutes of the Committee meetings should be sent to the Members for their comment and records respectively, in both cases within a reasonable time after the meeting.
- 8.3 Minutes of the Committee meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by any Member or dissenting views expressed.

## **9. Annual General Meeting**

- 9.1 The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholder questions on the Committee's activities and responsibilities.

## **10. Duties**

- 10.1 The Committee shall:
  - 10.1.1 review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) required of the Board compared to its current position at least annually and make recommendations to the Board with regard to any proposed changes;
  - 10.1.2 review the policy on Board diversity ("**Board Diversity Policy**") and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review and monitor the progress on achieving these objectives;
  - 10.1.3 develop and review, as appropriate, the policy for the nomination of Directors ("**Nomination Policy**"). The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;
  - 10.1.4 identify and nominate qualified individuals for appointment as additional directors or to fill vacancies of the Board as and when they arise, having due regard to the Nomination Policy and Board Diversity Policy of the Company;

- 10.1.5 before appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity of perspective on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;
  - 10.1.6 make recommendations to the Board on appointment, re-appointment, re-election or re-designation of Directors and succession planning for Directors, in particular the chairman/chairperson of the Board and the chief executive officer, having due regard to Nomination Policy and Board Diversity Policy;
  - 10.1.7 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
  - 10.1.8 assess the independence of independent non-executive Directors;
  - 10.1.9 keep up to date and fully informed about strategic issues and commercial changes affecting the Group with regard to human resources relating to senior positions; and
  - 10.1.10 make available the Committee's terms of reference.
- 10.2 The Committee shall also make recommendations to the Board concerning:
- 10.2.1 any matters relating to the continuation in office of any Director, in particular the chairman of the Board and chief executive officer, at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract;
  - 10.2.2 the appointment and re-appointment of any Director to executive office;
  - 10.2.3 the Board Diversity Policy and the measurable objectives for implementing such policy; and
  - 10.2.4 any matter it deems appropriate on any area within its remit where action or improvement is needed.

## **11. Reporting Responsibilities**

- 11.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2 The Committee shall make relevant disclosures in the Corporate Governance Report in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited for the Board's approval.
- 11.3 The Committee shall where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
  - 11.3.1 the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
  - 11.3.2 if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
  - 11.3.3 the perspectives, skills and experience that the individual can bring to the Board; and
  - 11.3.4 how the individual contributes to diversity of the Board.

## **12. Authority**

- 12.1 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties.
- 12.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.