



# THE HONG KONG PARKVIEW GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 207)**

## **Nomination Committee (“the Committee”) Terms of Reference**

### **A. Membership**

- (a) Members of the Committee shall be appointed by the board of directors ( the “Board”) and shall be made up of at least three members, the majority of whom should be independent non-executive directors of the Hong Kong Parkview Group Limited ( the “Company”);
- (b) Only members of the Committee have the right to attend the Committee meetings, save that members of the senior management may be invited to attend all or part of any meeting, as and when appropriate;
- (c) Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the Board; and
- (d) The Board shall appoint the Committee Chairman who shall be the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of them to chair the meetings of the Committee. The Chairman of the Board shall not chair the Committee when it is dealing with the matters of his own appointment and succession to the chairmanship.

### **B. Secretary**

The Company Secretary or his nominee shall act as the Committee’s Secretary.

### **C. Authority**

- (a) The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties; and
- (b) 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.

#### **D. Quorum**

The quorum necessary for the transaction of business by the Committee at a meeting of the Committee shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **E. Frequency of Meetings**

The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.

#### **F. Notice of Meetings**

Proceedings of the Committee's meetings shall be governed by Articles 111 to 120 of the Company's Bye-laws.

#### **G. Duties, powers and functions**

The Committee shall formulate the nomination policy for the Board's consideration and implement the Board's approved nomination policy; and without prejudice to the generality of the foregoing:

- (a) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- (c) identify and nominate candidates to fill the casual vacancies of the Company's directors for the Board's approval;
- (d) assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
- (e) regularly review the time required from a director to perform his responsibilities;
- (f) 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;

- (g) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (h) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

In carrying out any of the abovementioned items (a), (b), (c) and (f), the Committee shall give adequate consideration to the Board Diversity Policy.

#### **H. Reporting Responsibilities**

The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

Updated in August 2013