



凱聯國際酒店有限公司
Associated International Hotels Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code : 105)

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

Membership

1. Members of the Committee shall be appointed by the board of Directors (the “Board”) of Associated International Hotels Limited (the “Company”) from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be Independent Non-executive Directors.
2. The chairman of the Committee shall be appointed by the Board and shall be the Chairman of the Board or an Independent Non-executive Director. In the absence of the chairman of the Committee and appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
3. The Company Secretary of the Company shall be the secretary of the Committee (the “Secretary”). The Committee may, from time to time, appoint any other person with the appropriate qualification and experience as the Secretary. The Secretary, or in his/her absence, his/her representative or any one member of the Committee, shall be the Secretary of the meeting.
4. The term of each Committee member shall be the same as his/her term as a Director. Subject to the constitutions of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.
5. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

Quorum, frequency and conduct of meetings

6. The quorum for a meeting shall be two members, among them at least one should be an Independent Non-executive Director.
7. Meetings shall be held at least once a year. The Chairman shall convene a meeting upon request of any member of the Committee.

8. Unless otherwise waived by all members of the Committee, agenda of each meeting setting out the venue, time, date and items to be discussed together with supporting papers shall be forwarded to each member of the Committee no later than 3 days before the date of the meeting.
9. Meetings could be held in person or by electronic means, including but not limited to telephone and video conference. 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.
10. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. Subject to compliance with the Listing Rules and the applicable laws and regulations, a resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
11. The Committee may invite any member of the senior management of the Company, any Director, external advisers or any other persons to attend all or part of any meetings as the Committee considers appropriate, notwithstanding that the aforementioned persons shall not have a right to vote at such meetings.

Authority

12. The Committee is authorised by the Board to carry out any activity within these terms of reference. It is authorised to seek any information it requires from any employee for the purposes of these terms of reference and all employees are directed to co-operate with it in relation to any request made.
13. The Committee shall be provided with sufficient resources to perform its duties. It is authorised, where necessary, to seek, at the expense of the Company, outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at the meetings if it considers necessary in executing the duties stated herein.
14. Management of the Company is obliged to supply the Committee with adequate information, in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than information provided voluntarily by the management of the Company, the relevant member of the Committee should make further enquiries if necessary. Each member of the Committee shall have separate and independent access to the management of the Company.

Duties

15. Duties of the Committee shall include, without limitation, the following:
- (a) to review, when appropriate, and make recommendations to the Board, where necessary, on the nomination policy, terms of reference of the Committee and the Board diversity policy;
 - (b) to assess the mix in terms of gender, age and qualifications required on the Board;
 - (c) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (d) to assess the independence of Independent Non-executive Directors;
 - (e) 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;
 - (f) 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;
 - (g) to recommend to the Board measurable objectives for implementing the Board diversity policy;
 - (h) to carry out the duties set out herein with adequate consideration to the Principles under Code Provisions B.1 and B.2 of Appendix 14 to the Listing Rules;
 - (i) to do any such things to enable the Committee to discharge its responsibilities and functions conferred to it by the Board;
 - (j) to report to the Board on the matters under this paragraph headed "Duties"; and
 - (k) to make any recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

Reporting procedure

16. The Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
17. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after such meetings. Final versions of minutes of the meetings should also be sent to the Board members.

Keeping of minutes of meetings and reports

18. A copy of all duly signed minutes of meetings and reports of the Committee should be kept by the Secretary at the registered office of the Company whilst the originals should be held in custody of Deodand (Nominees) Limited or such other person/company as designated by the Board. Such minutes and reports shall be open for inspection at any reasonable time on reasonable notice by any Director.

Annual general meeting

19. The Committee chairman should, as far as practicable, attend the annual general meeting of the Company and make himself available to respond to any shareholders' questions on the Committee's activities and responsibilities. In the absence of the Committee chairman, another member of the Committee, failing which his/her duly appointed delegate, shall attend the annual general meeting of the Company.

Terms available

20. The Committee shall make available these terms of reference on request and by including them on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Note: In case of discrepancies or inconsistencies, English version always prevails.