HENDERSON INVESTMENT LIMITED
恒 基 兆 業 發 展 有 限 公 司
Incorporated in Hong Kong with limited liability
(Stock Code : 97)

Terms of Reference of the Nomination Committee

The terms of reference of the Nomination Committee include the following duties:

(a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors of the Company (the "Board") at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the corporate strategy, with due regard to the Board Diversity Policy;

(b) to deal with matters relating to board diversity and to review the implementation and effectiveness of the Board Diversity Policy;

(c) 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, with due regard to the Nomination Policy;

(d) to assess the independence of independent non-executive directors;

(e) to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively;

(f) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors;

(g) to support the Company's regular evaluation of the Board's performance; and

(h) to report back to the Board on the committee's decisions or recommendations, as appropriate and when necessary, unless there are legal or regulatory restrictions on its ability to do so.