



**Terms of Reference  
for  
Nomination Committee**

**1. Constitution**

The Board approved the establishment of the Committee on 27 March 2012.

**2. Membership**

2.1 Members of the Committee shall be appointed by the Board from amongst the Directors and the majority of them shall be independent non-executive Directors. The Committee shall consist of not less than three members.

2.2 The Committee chairman shall be the chairman of the Board or an independent non-executive Director. In the absence of the Committee chairman, the remaining members present shall elect one of their members to chair the meeting.

**3. Secretary**

The company secretary shall be the secretary of the Committee. In the absence of the Committee secretary, the Committee chairman shall nominate a person as Committee secretary to the meeting.

**4. Attendance at meetings**

The Committee may invite any Director, executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.

**5. Quorum**

The quorum necessary for the transaction of business shall be two.

**6. Frequency of meetings**

The Committee shall meet as and when necessary but such meetings shall be held at least once a year.

**7. Notice of meetings**

Unless otherwise agreed, notice of each Committee meeting shall be given to each Committee member at least 14 calendar days before the date of the meeting. As far as practicable, an agenda and accompanying materials shall be forwarded to each member at least 3 working days before the date of the meeting.

**8. Minutes of Meetings /Resolutions**

8.1 Minutes of Committee meetings/ resolutions shall be kept by the Committee secretary. Upon receiving reasonable notice, such minutes/ resolutions should be open for inspection by any Committee member or Board members.

8.2 Draft and final versions of minutes of Committee meetings shall be circulated to all Committee members for their comment within a reasonable time after each meeting and once the final version is signed by Committee chairman of the meeting, the same shall be circulated to all members of the Board.

**9. Communication with shareholders**

The Committee chairman shall, as far as practicable, attend the annual general meeting of the Company and make himself available to answer questions at the annual general meeting.

**10. Authority**

10.1 The Committee is authorised by the Board to seek any information it requires from any employee and Director in order to perform its duties.

- 10.2 The Committee is authorised by the Board to obtain outside independent professional advice or service on any matters within the terms of reference.
- 10.3 The Committee is authorised to conduct interviews with prospective candidates for nomination.

## **11. Duties**

### 11.1 The duties of the Committee include:

- 11.1.1 to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge 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;
- 11.1.2 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;
- 11.1.3 to 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;
- 11.1.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors as well as the senior management;
- 11.1.5 to review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- 11.1.6 to develop, review and implement, as appropriate, the Nomination Policy, for the identification, selection and nomination of candidates for the role of Directors, for the Board's approval;
- 11.1.7 to make recommendations to the Board on the membership of Board committees, e.g. Audit Committee and Remuneration Committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate; and
- 11.1.8 to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

## **12. Reporting procedures**

- 12.1 The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters discussed.
- 12.2 The Committee shall make recommendations to the Board where it deems appropriate for any necessary improvement.

## **13. Other**

- 13.1 The Committee shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval.

## DEFINITIONS

“Board”	the board of Directors
“Committee”	the Nomination Committee of the Company
“Company”	Singamas Container Holdings Limited, the shares of which are listed and traded on The Stock Exchange of Hong Kong Limited
“Director(s)”	the director(s) of the Company