

## **CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE TERMS OF REFERENCE**

### **1 Composition**

- 1.1 The Corporate Governance and Nominations Committee consists of at least three Directors, the majority of whom, including the chairman, shall be independent. The chairman shall be a director who is not, or who is not directly associated with<sup>1</sup>, a substantial shareholder (with interest of 5% or more in the voting shares of the Company). In addition, the Board shall strive to appoint at least one female Director to the Corporate Governance and Nominations Committee.
- 1.2 The GCEO may attend Corporate Governance and Nominations Committee meetings on invitation.

### **2 Terms of Reference**

- 2.1 The Corporate Governance and Nominations Committee was formed by the Board to carry out the following duties:
- (a) To review and assess candidates for directorships before recommendation to the Board for appointment.
  - (b) To review and recommend to the Board the retirement/re-election of Directors in accordance with the Articles of Association of the Company at each Annual General Meeting of the Company, and to establish and review Board succession plans.
  - (c) To annually review the independence of individual directors, taking into account applicable law, regulations and listing rules and all other salient factors.
  - (d) To review the size and composition of the Board/Board Committees from time to time to ensure that the Board/Board Committee has an appropriate balance of independent directors and to ensure an appropriate balance of expertise, skills, attributes and ability among the directors, having regard to the strategic plan of the Company and the critical issues and challenges for the Company from time to time, and to recommend changes thereto.

<sup>1</sup> A director will be considered “directly associated” to a substantial shareholder when the director is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the substantial shareholder.

- (e) To establish and review from time to time the profile of the required skills and attributes for Board members, having regard to the strategic plan of the Company and the critical issues and challenges for the Company from time to time.
- (f) To set the procedures and the criteria for evaluating the performance of the Board, the Board Committees and the individual directors, and to make such recommendations to the Board as it may consider necessary to assist the Board to discharge its duties effectively.
- (g) To develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review from time to time the Company's corporate governance practices, having regard to relevant local and international developments in the area of corporate governance (including changes in applicable law, regulations and listing rules), and recommend changes to the Board thereto.
- (h) Any other responsibilities as determined by the Board.

- 2.2 In determining the process for identification of suitable candidates for appointment to the Board, the Corporate Governance and Nominations Committee will take into account its diversity aspirations for the Board. In this regard, the Corporate Governance and Nominations Committee will ensure that female candidates are included for consideration whenever it seeks to identify a new Director for the Board.

### **3 Authority**

- 3.1 The Corporate Governance and Nominations Committee is authorised to engage professional search firms and determine their terms of engagement, and to obtain advice from such other advisers or consultants as it deems necessary to carry out its duties.
- 3.2 The Corporate Governance and Nominations Committee may, in carrying out its review of the composition of the Board, or seeking to identify candidates for directorships, consult Board members, management and substantial and institutional shareholders of the Company.

### **4 Interviews and References**

- 4.1 Candidates for directorships should initially be met by at least two members of the Corporate Governance and Nominations Committee. The Corporate Governance and Nominations Committee shall be responsible for references, which should be taken prior to endorsement of a candidate by the committee.

- 4.2 When the Corporate Governance and Nominations Committee has identified a candidate for its endorsement, it shall arrange a second meeting between the candidate and the Chairman of the Board and GCEO, prior to the committee making its recommendation to the Board.