



# HONG KONG FERRY (HOLDINGS) COMPANY LIMITED

## 香港小輪(集團)有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 50)**

Adopted on 20 March 2012 and revised with effect from 13 December 2018

### **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

#### **1. Membership**

- 1.1 The members of the Nomination Committee (the “Members”) shall be appointed by the Board from time to time and shall consist of not less than three Members with the majority of the members being independent non-executive Directors of the Company.
- 1.2 The Chairman of the Nomination Committee shall be the Chairman of the Board or an independent non-executive Director.

#### **2. Secretary**

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.

#### **3. Meetings**

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice.
- 3.3 The quorum of a Nomination Committee meeting shall be two Members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Nomination Committee at any meetings shall be passed by a simple majority of votes of the Members present and voting.
- 3.6 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

#### **4. Attendance at Meetings**

- 4.1 At the invitation of the Nomination Committee, the Group General Manager and/or chief financial officer, if requested, and other persons may be invited to attend all or part of any meetings.
- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

#### **5. Annual General Meeting**

- 5.1 The Chairman of the Nomination Committee or in his/her absence, another Member (who must be an independent non-executive Director) of the Nomination Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

#### **6. Responsibility, Powers and Discretion**

The Nomination Committee shall have the following responsibilities, powers and discretion:

- 6.1 to 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, with due regards to the Board Diversity Policy;
- 6.2 to consider the skills mix needed in respect of Directors and make recommendations to the Board;
- 6.3 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;
- 6.4 to identify and nominate candidates to fill casual vacancies of Directors for the Board's approval. Academic and professional qualifications, business experience, expertise and knowledge as well as other requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be assessed to determine if the nomination is suitable;
- 6.5 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;
- 6.6 to regularly review the time required for a Director to perform his responsibilities;
- 6.7 to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman of the Board and the Group General Manager;

- 6.8 to formulate, review, implement and monitor, as appropriate, the policy for the nomination of directors and make recommendations to the Board for consideration and approval;
- 6.9 to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- 6.10 to 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.

## **7. Reporting Responsibilities**

- 7.1 The Nomination Committee shall report to the Board on its decisions or recommendations when appropriate, unless there are legal or regulatory restrictions on its ability to so do.

## **8. Authority**

- 8.1 The Nomination Committee shall be provided with sufficient resources to enable it to perform its duties, including the resources for seeking independent professional advice.
- 8.2 The Nomination Committee may seek independent professional advice, where necessary and at the Company's expense, to perform its responsibilities.

## **9. Publication of the Terms of Reference**

- 9.1 The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

## **10. English to Prevail**

- 10.1 If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.