



# 亞洲聯合基建控股有限公司

## ASIA ALLIED INFRASTRUCTURE HOLDINGS LIMITED

*(Incorporated in Bermuda with Limited Liability)*  
(Stock Code: 00711.HK)

### **NOMINATION COMMITTEE – TERMS OF REFERENCE** **(effective on 1 March 2019)**

#### **1. Membership**

- 1.1 The Nomination Committee shall be appointed by the board of Directors (the “Board” or “Directors”).
- 1.2 The majority of the members (“Members”) of the Nomination Committee shall be Independent Non-executive Directors.
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board.

#### **2. Secretary**

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.
- 2.2 If the Company Secretary may not participate in the Meeting, the Company Secretary may appoint his/her representative or the Nomination Committee may appoint any other person with appropriate professional qualification and experience as the secretary of the Nomination Committee.

#### **3. Attendance at Meetings**

- 3.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or Managing Director, external advisors and other persons may attend all or part of any meetings.
- 3.2 Only Members are entitled to vote at the meetings.

#### **4. Meetings**

- 4.1 The Nomination Committee shall meet at least once every year.
- 4.2 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. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Nomination Committee shall be any two Members.
- 4.4 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.
- 4.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 4.7 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. Such minutes shall be open for inspection by Directors.

#### **5. Duties and Responsibilities**

The Nomination Committee shall have the following duties and responsibilities:

- 5.1 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;
- 5.2 to review the Board Diversity Policy and Nomination Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy and Nomination Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Company's Corporate Governance Report annually;

- 5.3 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;
- 5.4 to assess the independence of Independent Non-executive Directors; and
- 5.5 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.

## **6. Authority**

- 6.1 The Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

*Note: Arrangement to seek independent professional advice could be made through the Company Secretary.*

- 6.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

## **7. Reporting**

- 7.1 The Nomination Committee shall report to the Board after each meeting.

## **8. Annual General Meeting**

- 8.1 The Chairman of the Nomination Committee or in his/her absence, another Member of the Nomination Committee, shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

*(If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.)*