



嘉里建設有限公司

KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

Nomination Committee Terms of Reference

1 Preamble

- 1.1 Kerry Properties Limited (the “**Company**”) was incorporated in Bermuda on 2 January 1996. Its shares were listed on The Stock Exchange of Hong Kong Limited (“**HKEX**”) on 5 August 1996.
- 1.2 The Company has established a nomination committee (the “**Nomination Committee**”) and adopted the terms of reference as set out herein in compliance with the requirements of the Rules Governing the Listing of Securities on HKEX (the “**Listing Rules**”) and the code provisions of the Corporate Governance Code (the “**CG Code**”) issued by HKEX.
- 1.3 The board of directors of the Company (the “**Board**”) is responsible for establishing the Nomination Committee with specific written terms of reference which deal clearly with the Nomination Committee’s authorities and duties.
- 1.4 The Board will receive and consider the reports and recommendations from the Nomination Committee for approval.

2 Duties and Authorities

- 2.1 The Nomination Committee has the responsibility of:-
 - 2.1.1 reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - 2.1.2 identifying individuals suitably qualified to become directors of the Company (the “**Directors**”) and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;
 - 2.1.3 assessing the independence of independent non-executive Directors;

- 2.1.4 making recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer of the Company;
 - 2.1.5 reviewing and assessing the skills, knowledge, experience and diversity of the Directors required to serve on the committees of the Board (the “**Board Committees**”) and making recommendations on the appointment of the members to the Board Committees and a chairman for each of the Board Committees;
 - 2.1.6 reviewing the implementation and effectiveness of the Company’s policy for the nomination of Directors (including the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship) and on the Board diversity on an annual basis; and
 - 2.1.7 doing any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.
- 2.2 The Nomination Committee shall be provided with sufficient resources to perform its duties and where necessary, it shall seek independent professional advice, at the Company’s expense, to perform its responsibilities.
- 2.3 Where the Nomination Committee proposes a resolution to elect an individual as an independent non-executive Director to the Board, it should set out to the Board:-
- 2.3.1 the process used for identifying the individual and why the Nomination Committee believes the individual should be elected and the reasons why it considers the individual to be independent;
 - 2.3.2 if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Nomination Committee believes the individual would still be able to devote sufficient time to the Board;
 - 2.3.3 the perspectives, skills and experience that the individual can bring to the Board; and
 - 2.3.4 how the individual contributes to diversity to the Board.

3 Membership

- 3.1 The members of the Nomination Committee are appointed by the Board and shall be made up of at least two members.
- 3.2 The term of office of each member of the Nomination Committee will be determined by the Board.
- 3.3 The majority of the Nomination Committee members must be independent non-executive Directors.

- 3.4 The Nomination Committee must be chaired by the Chairman of the Board or an independent non-executive Director.
- 3.5 The members of the Nomination Committee shall be listed in the Company's annual report to shareholders.

4 Secretary

- 4.1 The secretary of the Nomination Committee will be the Chief Financial Officer of the Company or any other officer nominated by the chairman of the Nomination Committee and duly authorised by the Nomination Committee.

5 Meetings

- 5.1 The Nomination Committee shall meet at least once a year. The chairman of the Nomination Committee, in consultation with the Nomination Committee members, will determine the frequency of the meetings of the Nomination Committee. Meetings may be held in person, by telephone or by video conference.
- 5.2 The secretary of the Nomination Committee, in consultation with the appropriate members of management, will develop the Nomination Committee's agenda.
- 5.3 The Nomination Committee will issue an agenda of subjects to be discussed for each meeting. Any Nomination Committee member shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the Nomination Committee in the agenda of a Nomination Committee meeting.
- 5.4 Minutes of the meeting of the Nomination Committee will be prepared by the secretary of the Nomination Committee or any other officer duly authorised by the Nomination Committee.
- 5.5 The quorum necessary for the transaction of business shall be two Nomination Committee members, of which both of them shall be independent non-executive Directors.
- 5.6 Other than as set out in these terms of reference, the Nomination Committee shall adopt such procedures and principles as it sees fit in relation to the proceedings of the Nomination Committee.

6 Reporting Procedures

- 6.1 The Nomination Committee shall report to the Board on its decisions or recommendations after having discussed all matters within its duties on each meeting.
- 6.2 The Nomination Committee shall make recommendations to the Board it considers appropriate or any matters within its remit where action or improvement is necessary.
- 6.3 The Nomination Committee shall compile a report to shareholders on its role and activities to be included in the Company's annual report to shareholders.

- 6.4 The chairman of the Nomination Committee, or failing him/her, any member of the Nomination Committee shall attend the annual general meetings of the Company and answer questions on the Nomination Committee's activities and responsibilities.
- 6.5 The Company Secretary of the Company shall be responsible for making available the terms of reference of the Nomination Committee, explaining the Nomination Committee's role and the authorities delegated to the Nomination Committee by the Board, by including such terms of reference on the HKEX's website and the Company's website.

7 Amendment

- 7.1 Any amendment to these terms of reference shall be authorised by the Board.