



# **STYLAND HOLDINGS LIMITED**

*(the “Company”)*

*(stock code: 211)*

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE (the “Committee”)**

### **MEMBERSHIP**

- (a) The Committee shall consist of at least three directors of the Company (the “Directors”) with majority of independent non-executive Directors appointed by the board of Directors (the “Board”) from time to time.
- (b) The Board shall nominate one of the members as the chairman of the Committee.
- (c) The company secretary of the Company or a nominee shall act as the secretary of the Committee.

### **FREQUENCY AND PROCEEDINGS OF MEETINGS**

- (a) The Committee shall meet at least once every year for a review of the structure, size, composition and diversity of the Board to complement the Company’s corporate strategy. Additional meetings shall be held as the work of the Committee demands.
- (b) The chairman of the Committee may convene additional meetings at his/her discretion.
- (c) The quorum of a meeting shall be two members of the Committee.
- (d) Proceedings of meetings of the Committee shall be governed by the provisions of the bye-laws of the Company.

### **DUTIES, POWERS AND FUNCTIONS**

- (a) The Committee is authorized by the Board, at the Company’s expenses, to –
  - (i) make full use of intermediary agencies for identifying qualified director candidates; and
  - (ii) seek independent professional advise to perform its responsibilities when necessary.
- (b) The Committee shall –
  - (i) review and monitor the structure, size, (i) composition and diversity (including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board to complement the Company’s corporate strategy;

- (ii) review the board diversity policy and make disclosure of its review results in the Company's corporate governance report annually;
- (iii) identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise;
- (iv) make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;
- (v) assess the independence of independent non-executive Directors; and
- (vi) report back to the Board on decisions or recommendations made.

## **REPORTING PROCEDURES**

The Committee shall report to the Board when appropriate.

Adopted on 16 June 2009

Revised on 30 August 2013

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