

## **FIRST PACIFIC COMPANY LIMITED**

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

#### **1. Constitution and Scope**

The Board hereby resolves to establish a Committee of the Board to be known as the Nomination Committee. The purposes to establish this Committee are to address the influence of the controlling shareholders on the composition of the Board of Directors, and to deal with the matters relating to the appointment and removal of directors of the Board. The Committee is provided with sufficient resources by the Company to discharge its duties. Its functions will extend to activities insofar as they fall within the authority and duties of the Board only.

#### **2. Membership and Meetings**

1. The Nomination Committee shall be appointed by the Board and shall consist of at least three members, a majority of whom shall be independent non-executive directors. The Chairman of the Nomination Committee shall also be appointed by the Board.
2. The Nomination Committee shall meet at least annually and at such other times as the Nomination Committee may determine appropriate to discharge its responsibilities.
3. The quorum necessary for the meeting is a majority of members present in person or by means of telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other, and a majority vote of the members present shall represent the act of the Committee.
4. The Company Secretary or his or her nominee shall be the Secretary of the Nomination Committee.

#### **3. Authority**

The Board hereby delegates to the Nomination Committee such powers and authorities as it shall reasonably require to perform its duties.

#### **4. Duties**

The Nomination Committee shall have the following duties:

- (a) To review the structure, size and composition (including the skills, knowledge and experience) of the board on a regular basis and to make recommendations to the board regarding any proposed changes;

- (b) To identify individuals suitably qualified to become board members and selecting or making recommendations to the board on the selection of, individuals nominated for directorships;
- (c) To assess the independence of independent non-executive directors of the Company;
- (d) To make recommendations to the board on relevant matters relating to the appointment or re-appointment of executive or non-executive directors and succession planning for directors, in particular, the chairman and the chief executive officer;
- (e) To ensure a formal and transparent procedure for making such appointments or re-appointments;
- (f) To enhance the composition of the Board through the quality of directors' appointments;
- (g) To consider whether existing directors should be re-appointed by having due regard to their contribution and performance;
- (h) To determine the policy for the nomination of directors; and
- (i) To adopt guidelines to address competing time commitments that directors serving on multiple boards may face.

##### **5. Reporting Procedures**

1. Full minutes of Nomination Committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the Committee meetings should be circulated to all members of the Board for their comment and records respectively, in both cases within one month after the meeting.
2. The Nomination Committee shall report to the Board concerning its activities, either orally or in writing, at regular meetings of the Board or more frequently if required.
3. The meetings and proceedings of the Nomination Committee shall be governed by the provisions of the Company's Bye-laws for regulating the meetings and proceedings of directors.

*Revised by the Board of Directors on 31<sup>st</sup> August, 2005*