



MIRAMAR GROUP

MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 71)

Terms of Reference of the Nomination Committee

1. Constitution

The Board of Directors (“Board”) of the Company has established the Nomination Committee (“Committee”) and adopted this set of Terms of Reference for the Committee.

2. Membership

2.1 The Chairman of the Committee shall be nominated by the Board and should be the chairman of the Board or an independent non-executive director. If at any meeting the Chairman of the Committee is not present, the members present shall elect one of themselves (who is an independent non-executive director) to chair the meeting;

2.2 Members of the Committee shall be appointed by the Board and the Board may, from time to time, at their discretion, revoke the appointment of any members thereof; and

2.3 A majority of the members of the Committee should be independent non-executive directors of the Company.

3. Secretary

The Committee may from time to time appoint one of its members or the Company Secretary as the secretary of the Committee meeting.

4. Meetings

4.1 The quorum necessary for the transaction of business of the Committee shall be two members of the Committee; and

4.2 Any members of the Committee may participate in a meeting of the Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other and such participation shall constitute attendance at the meeting of the Committee as if such members was present in person.

5. Annual General Meeting

The Chairman of the Committee (or one of its members) shall attend the Company’s Annual General Meeting and be prepared to respond to any shareholder questions on the Committee’s activities.

6. Minutes and Records

- 6.1 The secretary of the meeting keeps minutes of the Committee meetings and such minutes should be open for directors' inspection. Draft and final versions of minutes of the Committee meetings should be sent to all members for their comment and records respectively; and
- 6.2 The secretary of the meeting shall circulate the final versions of the minutes of meetings of the Committee to all members of the Board.

7. Reporting procedures

- 7.1 The Committee shall report to the Board after each meeting; and
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit.

8. Authority

The Committee is provided to have sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

9. Duties

The terms of reference of the Committee shall include the following duties:

- 9.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, 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;
- 9.2 to deal with matters relating to board diversity and to review the implementation and effectiveness of the Board Diversity Policy;
- 9.3 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, with due regards to the Nomination Policy;
- 9.4 to assess the independence of independent non-executive directors;
- 9.5 to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively;
- 9.6 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors; and
- 9.7 to support the Company's regular evaluation of the Board's performance.