

# **Rosedale Hotel Holdings Limited**

## **珀麗酒店控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1189)**

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

#### *Constitution*

1. The board ("Board") of directors ("Directors") of Rosedale Hotel Holdings Limited ("Company") has resolved to establish a committee known as the Nomination Committee ("Committee").

#### *Membership*

2. The members of the Committee shall be appointed by the Board. The Committee shall consist of not less than three members, a majority of whom shall be independent non-executive Directors ("INEDs").

#### *Chairman*

3. The chairman of the Committee shall be the Chairman of the Board or an INED.
4. The chairman of the Committee (in his/her absence, another member), shall attend and be available to answer questions on the Committee's activities at the annual general meeting of the Company.

#### *Secretary*

5. The Company Secretary or his/her nominee shall act as the secretary of the Committee unless the Committee determines otherwise.

#### *Quorum*

6. The quorum for the meetings of the Committee shall be two members.

#### *Meetings*

7. Meetings of the Committee shall be held at least once a year and at such other times as the chairman of the Committee or any other members of the Committee shall require.

8. The Committee may invite other individuals such as Executive Directors and external advisers to attend for all or part of any Committee meeting, as and when appropriate.
9. A resolution in writing signed by all of the members of the Committee is as valid as if it had been passed at a meeting of the Committee. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the members of the Committee and for this purpose an electronic signature of a member of the Committee shall be treated as valid.
10. Proceedings of the Committee's meetings shall be governed by the provisions of the Bye-Laws of the Company regulating proceedings of the meetings of the Board, as amended from time to time, unless otherwise provided herein.

#### *Authority*

11. The Committee is authorised by the Board to seek any information it requires from any employee of the Company and its subsidiaries ("Group") and all employees are directed to co-operate with any reasonable request made by the Committee.
12. The Committee is authorised by the Board to obtain any outside independent professional advice at the Company's expense and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.
13. The Committee shall be provided with sufficient resources to perform its duties.

#### *Duties*

14. The duties of the Committee shall include:
  - (i) review the structure, size and composition (including without limitation, gender, age, educational background, skills, knowledge, professional experience, and length of service) and the diversity of the Board at least annually with due regard to the board diversity policy of the Company ("Board Diversity Policy") and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - (ii) review the Board Diversity Policy, as appropriate, and recommend any changes for the Board's approval; and review the measurable objectives, if any, that the Board has set for achieving diversity on the Board, and assess the progress on achieving the objectives;

- (iii) review the nomination policy of the Board (“Nomination Policy”), as appropriate, and recommend any changes for the Board’s approval;
- (iv) identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Board Diversity Policy and the Nomination Policy.;
- (v) assess the independence of INEDs by referring the guidelines described in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ;
- (vi) review annually the time required from a Director to perform his/her responsibilities to the Company; and
- (vii) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Managing Director.

#### *Reporting procedures*

- 15. The Committee shall report regularly to the Board on its decisions or recommendations unless there are legal or other regulatory restrictions on its ability to do so.
- 16. The secretary of the Committee shall circulate the draft and final versions of the minutes of meetings of the Committee to all members of the Committee for their comments and records respectively within a reasonable time after the meeting.
- 17. Full minutes of the Committee meetings should be kept by the secretary of the Committee. The secretary of the Committee shall circulate the minutes of meetings of the Committee to the members of the Board upon their request.

- End -

(The English version shall prevail over the Chinese translation in case of any inconsistency.)

1 January 2019