

**PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED (THE “COMPANY”)**

**NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

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***Constitution***

1. The Board of the Company (the “Board”) resolved on 25 October 2004 to establish a committee of the Board to be known as the Nomination Committee (the “Committee”).

***Objective and Role***

2. The primary objective of the Committee is to ensure a fair and transparent procedure for the appointment of directors to the Board.

***Membership***

3. The members of the 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 of the Company.
4. The Chairman of the Committee shall be appointed by the Board.

***Attendance at Meetings***

5. The Committee may invite any director, member of senior management or other individuals to attend meetings of the Committee as it considers appropriate.
6. The Company Secretary of the Company or his or her nominee shall be the Secretary of the Committee.

***Frequency of Meetings***

7. Meetings shall be held at such times as the Committee determines is appropriate to carry out its responsibilities.

***Authority***

8. The Committee is authorized to seek any information it requires from any employee in order to perform its duties.
9. In connection with its duties, the Committee is authorized to obtain, at the Company’s expense, outside legal or other professional advice on any matters within its terms of reference if it considers necessary.
10. The Committee may delegate its authority including to sub-committees or the Chairman of the Committee, and impose any regulations upon them, when it deems appropriate and in the best interests of the Company.

### ***Duties***

11. In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:
  - (a) to regularly review the structure, size and composition of the Board and to make recommendation to the Board with regard to any changes that are deemed necessary;
  - (b) to be responsible for identifying and nominating for approval of the Board qualified candidates as additional directors or to fill Board vacancies as they arise;
  - (c) to make recommendation to the Board with respect to the re-election by shareholders of any director under the “retirement by rotation” provisions in the Company’s Bye-laws;
  - (d) in the case of appointment and re-appointment of independent non-executive directors, to assess the independence of the appointees having regard to relevant guidelines or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Exchange Listing Rules”) in place from time to time;
  - (e) to assess the independence of independent non-executive directors on an annual basis having regard to relevant guidelines or requirements of the Exchange Listing Rules in place from time to time; and
  - (f) to produce and approve disclosure statements in relation to the Committee and its work as required by applicable laws and rules where necessary.

### ***Meeting Procedures***

12. The meetings and proceedings of the Committee shall be governed by the provisions of the Company’s Bye-laws for regulating the meetings and proceedings of the directors of the Company, except for otherwise determined by the Board from time to time.
13. The quorum for meetings shall be two members of the Committee.

### ***Reporting Procedures***

14. The Committee shall report to the Board concerning its activities, either orally or in writing, at regular meetings of the Board or at other times or occasions where necessary.
15. The Secretary of the Committee shall distribute the minutes of meetings / written resolutions of the Committee to the Board members.

### ***Frequency of Review***

16. This Terms of Reference shall be reviewed on an annual basis and when necessary, and can be revised by the Board from time to time.