

Uni-President China Holdings Ltd.

統一企業中國控股有限公司

**Terms of reference of
the Nomination Committee
of the Board of the Company**

Adopted on 23 November 2007

Revised on 27 March 2012

DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meaning set out below:

“Board”	means the Board of Directors of the Company;
“Committee”	means the Nomination Committee of the Board of the Company;
“Company”	means Uni-President China Holdings Ltd. (統一企業中國控股有限公司);
“Directors”	means the directors of the Company, and “Director” means any one of them;
“Group”	means the Company and its subsidiaries;
“Independent Non-executive Directors”	means Directors meeting the requirements of independence set out in the Listing Rules, and “Independent Non-executive Director” means any one of them;
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
“senior management”	means the category of persons considered as senior management under the Listing Rules.

Composition

- 1** The Committee shall comprise of not less than three Directors, a majority of whom shall be Independent Non-executive Directors.
- 2** The chairman of the Committee, who shall be the chairman of the Board or an Independent Non-executive Director, shall be appointed by the Board.
- 3** Members of the Committee shall be appointed and removed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.
- 4** The secretary of the Committee shall be the company secretary of the Company or any person designated as such by the Committee from time to time.

Disclosure of Interests and Voting

- 5** Each member of the Committee shall disclose to the Committee any personal financial interest in, and any potential conflict of interest arising from, any matter to be decided by the Committee. A member of the Committee shall abstain from voting on any resolution(s) of the Committee in which he or any of his associates (as defined in the Listing Rules) has a material interest and shall not be counted towards the quorum of such a meeting at which such resolution(s) is/are considered by the Committee, unless the exceptions set out in the articles of association of the Company or note 1 to Appendix 3 to the Listing Rules apply.

Proceedings

- 6** Unless otherwise agreed by all the members of the Committee (either orally or in writing), a meeting shall be called by at least seven days' notice. Irrespective of the length of notice being given, attendance of a member of the Committee at a meeting constitutes a waiver of such notice unless the member of the Committee attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.
- 7** Notice of meeting shall be given to each member of the Committee, and to any other person invited to attend, in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address last notified to the secretary of the Committee by such member of the Committee or in such other manner as the members of the Committee may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- 8** Notice of meeting shall state the purpose, time and venue of the meeting.
- 9** The quorum for meetings of the Committee shall be not less than any two of its members present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.
- 10** A member of the Committee may and, on the request of a member of the Company, the secretary to the Committee shall, at any time convene a meeting of the Committee, but in

any event meetings of the Committee are to be held not less than once every year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

Authorities and Duties

- 11** The Committee is authorised by the Board:
 - 11.1** to seek any information it requires from any employee of the Company and its subsidiaries and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
 - 11.2** to review the performance of the Directors in relation to their appointment or reappointment as Directors;
 - 11.3** to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
 - 11.4** to exercise such powers as the Committee may consider necessary and expedient so that their duties under these terms of reference can be properly discharged.

- 12** The duties of the Committee are:
 - 12.1** to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - 12.2** 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;
 - 12.3** to assess the independence of Independent Non-Executive Directors;
 - 12.4** to make recommendations to the Board on:
 - (a) the policy on the terms of employment of Directors
 - (b) the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive.
 - (c) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (d) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote on the resolution approving the re-election of such independent non-executive Director;
 - 12.5** to propose nominees for appointment and re-appointment as Directors and Directors for removal from the Board in accordance with relevant codes and policies and the Company's constitutional documents;

- 12.6** to identify individuals qualified to become members of the Board when a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board;
- 12.7** to consider factors below when it makes recommendation for appointment and re-appointment of Directors, *inter alia*:
- (i) mix of Board members that promotes diversity of background and experience on the Board;
 - (ii) competency;
 - (iii) age of potential/existing Director;
 - (iv) independence of potential/existing Board member;
 - (v) business, technical, or specialized skills and experience of member/potential member;
 - (vi) ability, time, commitment and willingness of a new member to serve and an existing member to continue service; and
 - (vii) specific value a member/potential member can add to the Board;
- 12.8** to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
- (i) succession planning of Directors;
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;
 - (iv) the skills and expertise required from members of the Board; and
 - (v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;
- 12.9** in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates (as defined in the Listing Rules) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
- 12.10** to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
- 12.11** to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure.
- 12.12** to monitor the attendance record of Directors for all Board and committee level meetings

- 12.13 to consider engaging external consultants at the Company's expense to evaluate the Board and its members on an ongoing basis;
 - 12.14 to select, appoint, direct and (if appropriate) terminate outside experts as the Committee deems necessary in the performance of its duties;
 - 12.15 to consider all other matters as referred to the Committee by the Board.
- 13 The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Miscellaneous

- 14 The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Exchange.
- 15 The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.
- 16 The Committee shall provide such information to the Board as is necessary to assist the Board in reporting to the shareholders relating to the election of an Independent Non-Executive Director in accordance with the Listing Rules or other regulatory requirements applicable to the Company.
- 17 The chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.
- 18 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. Full minutes of meetings of the Committee shall be kept by the secretary of the Committee and such minutes shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes of the meeting of the Committee for which he or she has acted as secretary in both draft and final form to all members of the Board within a reasonable time after such meeting is held.
- 19 The Committee shall report back to the Board on all of their decisions or recommendations.

Continuation application of the articles of association of the Company

- 20 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

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Nothing contained in these terms of reference is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable laws and the Listing Rules.