



**Article 6** The Secretary to the Board or the delegate appointed by the Committee shall act as the Secretary to the Committee, and be responsible, in conjunction with the Chairman of the Committee (the Chairman), for drawing up and deciding the meeting agenda (supported by explanatory documentation and papers).

**Article 7** The Board Office of the Company shall be responsible for the liaison, conference organization, document circulation, file archiving and other routines of the Committee.

## **Chapter Two: Composition**

**Article 8** The Committee shall comprise five Directors approved by the Board, with Independent and Non-executive Directors taking up the majority.

**Article 9** The Committee shall have one Chairman (Convener). An Independent and Non-executive Director shall take the position of Chairman and be approved by the Board.

**Article 10** The term of office of the Committee shall be in congruence with that of the Board, and its members may be re-elected and re-appointed upon expiry of the current term of office. If any member no longer acts as a director of the Company during his/her term of office, he/she shall automatically cease to hold the Committee membership, and the vacancy shall be filled by someone appointed in accordance with the abovementioned provisions of Articles 8 and 9.

**Article 11** The Chairman of the Committee shall exercise power as follows:

- (1) Determining the agenda of the Committee meetings;
- (2) Presiding over the Committee meetings and taking reasonable measures to ensure proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion;

**Article 12** Chairman of the Committee shall attend Annual Shareholders' General Meeting (if the Chairman is not able to attend, the Chairman of the Board shall invite another member of the Committee to attend the meeting; if the member invited is not able to attend, the delegate app

- (9) Examining the independence of Independent and Non-executive directors;
- (10) Reviewing the diversity policy of the Board and measurable targets and their attainment for the diversity policy, and disclosing the diversity policy incorporate governance report or policy summary; and
- (11) other authorities empowered by laws, regulations, listing rules of the listing venue and the Board.

**Article 14** The responsibility of the Committee in selecting the candidates for Directors, CEO and other Senior Management of the Company mainly involves:

- (1) Communicating with the relevant departments, shareholders and the Board of the Company in advance, to understand the demands of the Company for new Directors, CEO and other Senior Management and formulate written documents;
- (2) Carrying out an extensive search for candidates to fill positions of a Director, CEO or Senior Manager within the Company, its shareholders and its holding (associated) companies as well as in the market of professional executives, etc.;
- (3) Collecting information about the occupation, educational background, detailed working experience and concurrent jobs of the proposed candidates for the Directors, CEO and other Senior Management, and preparing written reports;
- (4) Seeking the consent of the candidates for being put on the list of nominees for the Directors, CEO and other Senior Management;
- (5) Convening a meeting of the Committee to check the qualification of the nominees and form a decision on the proposed candidates for the Directors, CEO and other Senior Management according to the job requirements for the Directors, CEO and other Senior Management, and submitting the decision to the Board; and
- (6) Carrying out other work according to the resolutions and feedbacks of the Board.



**Article 25** The Committee answers for the Board. Any opinions made and resolutions passed at a meeting of the Committee shall be reported in written form to the Board of the