

CMB Wing Lung Bank Limited

The Terms of Reference for the Nomination Committee

1 Membership

The Nomination Committee (the “Committee”) shall be chaired by an independent non-executive director. The committee shall comprise a majority of independent non-executive directors. The Committee shall consist of not less than three members. A quorum shall be two members. If the Chairman is not present at the meeting, the members present will choose one of their members to be the Chairman of the meeting.

2 Frequency of meetings

Meetings shall be held at least once every year, and proper minutes of the meetings shall be kept.

3. Minutes

Any minutes signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

4. Resolution

A resolution in writing signed by all the members shall be effective for all purposes as resolution passed at a meeting of the Committee duly convened.

5. Authority

The Committee is authorized by the Board to deal with any matter within its terms of reference and to obtain outside professional advice if it deems fit.

6. Term of office

The term of office for members shall be three years.

7. Duties

The Committee shall exercise such functions as shall be determined from time to time by the Board and unless otherwise determined shall include the following:

- To identify individuals suitably qualified to become members of the board and its committees or senior management, and selecting, or making recommendations to the board on the selection of, individuals nominated for directorships and senior management positions (based on the role and its responsibilities and the knowledge, experience and competence which the role requires);

- To make recommendations to the board on the appointment or re-appointment of directors and its committees as well as succession planning for directors, in particular the chairperson and the chief executive.
- To evaluate the efficiency and effectiveness of the functioning of the board and its committees on an annual basis;
- To ensure objectivity and independence in the selection process for board members and its committees as well as senior management;
- To ensure that the board is not dominated by one individual or small group of individuals in a manner so as to protect the interests of the Bank as a whole;
- To assess the independence of the non-executive directors; and
- To execute other duties as may be delegated by the Board.

8. Reporting procedure

The Committee shall report to the Board on their suggestions and recommendations after each meeting. The minutes of the meetings of the Committee shall be circulated to all members of the Board.

9. Review

The Terms of Reference for the Nomination Committee should be reviewed annually.