

**THE HONGKONG AND SHANGHAI HOTELS, LIMITED**  
**(the “Company”)**

**NOMINATION COMMITTEE**  
**(the “Committee”)**

TERMS OF REFERENCE

**MEMBERSHIP**

The Committee shall have at least three members to be appointed by the Board, the majority of whom shall be Independent Non-Executive Directors. The Chairman of the Board shall be the Committee Chairman.

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

**MEETINGS**

The Committee shall meet at least once a year and additionally as required. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder’s questions on the Committee’s activities.

The quorum of a meeting shall be two members of the Committee and one of whom shall be the Chairman of the Board.

Written resolutions shall be passed and adopted by all Committee members.

**MAIN RESPONSIBILITIES**

- 1 To review the structure, size and composition of the Board at least annually and where necessary, make recommendations on any proposed changes to complement the Company’s corporate strategy.
- 2 To review the balance between Executive and Non-Executive Directors and the blend of skills, knowledge, experience and diversity (including without limitation, gender, age, cultural and educational background, or professional experience) on the Board.
- 3 To review the Board Diversity Policy and the measurable objectives that the Board has adopted for implementing this policy, and monitor the progress on achieving the objectives and make the relevant disclosure in the Corporate Governance Report.
- 4 To keep under review the leadership and succession needs of the organisation with a view to ensuring the long term success of the Group.
- 5 To propose new Executive Directors and Non-Executive Directors for the approval of the Board, following an appropriate selection process for such an appointment.
- 6 To review and make recommendations to the Board on the appointment or re-appointment of all Directors, including the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer.
- 7 To assess the independence of the Independent Non-Executive Directors, having regard to the requirements under the Listing Rules.
- 8 To ensure that all Directors offer themselves for re-election every three years by shareholders.

- 9 No Committee member shall decide upon his or her re-appointment and independence. Such matters shall be decided upon by other members of the Committee.
- 10 To approve or endorse any recommendations or decisions in accordance with the powers granted to it under the Company Management Authority Manual.
- 11 To carry out any other duties as the Board may delegate from time to time.
- 12 To report to the Board on the Committee's decisions and recommendations.
- 13 To review the Committee's terms of reference periodically and recommend any proposed changes to the Board.

*Note: The Board approved this set of terms of reference for the Committee on 13 March 2013.*