

NOMINATION COMMITTEE TERMS OF REFERENCE

The terms of reference of the Nomination Committee are as follows:

1. COMPOSITION

The Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of non-executive Directors, majority of whom are independent. It shall consist of not less than three (3) members. No alternate director can be a member of Nomination Committee.

If the membership of the Nomination Committee for any reason falls below three (3) members, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to fulfill the minimum requirement.

2. QUORUM, MEETINGS AND MINUTES

- (a) Two (2) members shall form a quorum for meetings.
- (b) The Nomination Committee shall meet at least once a year or more as the Chairman of the Committee deemed necessary.
- (c) Notice of the meeting of the Committee may be given by telephone or facsimile and the contemporaneous linking together by telephone or such other electronic communication of a number of the members being not less than the quorum shall be deemed to constitute a meeting of the Committee wherever in the world they are, as long as :
 - (i) the quorum of members is met;
 - (ii) at the commencement of the meeting each member acknowledges the presence thereof to all the other members taking part and such participation shall be deemed to be presence in person;
 - (iii) each of the members taking part is able to hear each of them subject as hereinafter mentioned throughout the meeting;
 - (iv) the members present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validly notwithstanding that a member' telephone is accidentally disconnected during the meeting and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected;

- (v) all information and documents are made equally available to all participants prior to or at/during the meeting; and
 - (vi) minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the Chairman and the Secretary of the Committee.
- (d) Notice of meeting and board papers shall be given to all members of the Committee at least fourteen (14) days and seven (7) days respectively before the date of meeting.

The Secretary shall discuss with the Senior Management and Managing Director on the agenda item. The final agenda for the meeting will be approved by the Committee's Chairman or in his absence, by any one of the Committee's members. The Secretary will inform/remind the relevant head of department to submit their report/materials on presentation to him/her at least eight (8) days before the date of meeting. In the case where the subject matter/agenda item is sensitive or otherwise confidential or in a state of flux, the report/materials/paper shall be directly circulated/presented at the meeting.

Minutes of each meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts stated therein. Such minutes shall be kept by the Secretary.

- (e) Question arising shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
- (f) Any such resolution may consist of several documents in like form, each signed by one (1) or more members. Any such resolution may be accepted as sufficiently signed by a member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message purporting to include a signature of the member, followed by the original copy to be delivered to the Secretary of the Committee as soon as possible.

3. CHAIRMAN

The Chairman of the Committee shall be the Senior Independent Director

identified by the Board. In the absence of the Chairman of the Nomination Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

4. SECRETARY

The Secretary to the Nomination Committee shall be the Company Secretary.

5. AUTHORITIES AND DUTIES

- (a) To review regularly the Board structure, size and composition and make recommendations to the Boards with regard to any adjustments that are deemed necessary, and ensure that at least one-third (1/3) of the Board is independent.
- (b) To select, assess and recommend new nominees for appointment to the Board of Directors.
- (c) To assist the Board to introduce a criteria and formulate and implement a procedure to be carried out by Nomination Committee annually, for assessing the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.
- (d) To recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board.
- (e) To recommend to the Board, Directors to fill the seats on Board Committees. To review annually the Board's mix of skills and experience and other qualities including core competencies which non-executive Directors should bring to the Board. This should be disclosed in the Annual Report.
- (f) To recommend to the Board for continuation (or not) in service of executive Director(s) and Directors who are due for retirement by rotation.
- (g) To consider, in making its recommendations, candidates for directorships proposed by the Managing Director and, within the bounds of practicability, by any other senior executive or any Director or shareholders.
- (h) To orient and educate new Directors as the nature of the business, current issues within the Company and the corporate strategy, the expectations of the Company concerning input from the Directors and the general responsibilities of Directors.
- (i) To recommend to the Board, Directors for re-election and/or re-appointment at Annual General Meeting.

- (j) To evaluate for the purpose of ensuring that each of the Directors, chief executive or chief financial officer has the character, experience, integrity, competence and time to effectively discharge his role as a director, chief executive or chief financial officer, as the case may be, of CCB. “chief executive” and “chief financial officer” are those defined in the Listing Requirements.
- (k) To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. To undertake annual assessment of the independence of Independent Directors.
- (l) To review the Board’s succession plans and to determine the training needs and programmes for Directors.
- (m) To establish a policy formalising the Board’s approach to boardroom diversity.
- (n) To facilitate Board induction and training programmes.
- (o) To introduce such regulations or guidelines, procedures to function effectively and fulfill the Committee’s objectives.

6. AUTHORITY

The Nomination Committee has no authority to act on behalf of the Board but shall have authority to examine all the issues at hand and to report back to the Board with recommendations. It shall be governed by its terms of reference duly approved by the Board and which may be amended from time to time by resolution.

7. REPORTING PROCEDURE

- (a) The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendation of the Committee.
- (b) Reporting to the full Board from time to time its recommendations for consideration and implementation.

8. REVIEW OF NOMINATION COMMITTEE

The Board shall review the effectiveness of Nomination Committee and the term of office annually.