



SOUTHEAST ASIA PROPERTIES & FINANCE LIMITED

華信地產財務有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 252

Website: <http://www.seapnf.com.hk>

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Constitution & Membership

1. The board of directors of the Company (“Board”) hereby constitutes and establishes a nomination committee (“Committee”) with the authority, responsibility and specific duties as described below.
2. The Committee shall be appointed by the Board and shall consist of not less than three members. The majority of the Committee members must be independent non-executive directors of the Company. The Committee must be chaired by an independent non-executive director or the board chairman. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the Board.

Attendance at meetings

4. The member of Committee may participate in a meeting of the Committee either in person or by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
5. The company secretary of the Company shall be the secretary of the Committee.

Frequency of meetings

6. Meetings shall be held at least once a year. The members of the Committee may request a meeting if they consider that one is necessary.

Authority

7. The Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates and conduct interviews with prospective candidates for nomination.

8. The Committee is authorised by the Board to obtain legal or other independent professional advice as necessary, at the Company's expense, to assist the Committee and shall be provided with sufficient resources by the Company to perform its duties.

Duties

9. The duties of the Committee shall be:
 - (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) 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;
 - (c) to assess the independence of independent non-executive directors;
 - (d) to develop and review, as appropriate, the policy for the diversity of the Board ("**Board Diversity Policy**"); and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;
 - (e) to develop and review, as appropriate, the policy for the nomination of directors ("**Nomination Policy**"). The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;
 - (f) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
 - (g) to do any such things or acts to enable the Committee to discharge its duties and functions conferred on it by the Board; and
 - (h) to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the articles of association of the Company or imposed by relevant applicable legislation and regulations.

Report procedures

10. The secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Annual general meeting

11. The chairman of the Committee shall, as far as practicable, attend the annual general meeting of the Company and be prepared to respond to any shareholder's questions on the Committee's activities.

General

12. The Committee should make available these terms of reference by including them on the website of the Stock Exchange of Hong Kong Limited and the website of the Company.

(If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail.)

(Revised and effective on 2 January 2019)