

CONVENIENCE RETAIL ASIA LIMITED

NOMINATION COMMITTEE – TERMS OF REFERENCE

Constitution

1. The Nomination Committee was established by the Board on 8 March 2012.

Membership

2. Under the Constitution, the Committee shall consist of not less than three members with a majority of independent non-executive directors. The quorum for a meeting shall not be less than two members.
3. The Company Secretary or any person so appointed by the Committee shall act as the secretary of the Committee.

Frequency of Meetings

4. The Committee shall meet at least once per annum.

Duties

5. The duties of the Committee shall include the following:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) 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 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; and
 - (e) to review and monitor the training and continuous professional development of directors and senior management.

Attendance at Meetings

6. The Head of Corporate Compliance and the Company Secretary are invited to attend meetings of the Committee.
7. At the discretion of the Committee, other persons (including directors, senior management, external advisors or consultants) may be invited to attend meetings or parts of meetings.

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Notice of Meetings

8. Notice of each meeting confirming the date, time and venue shall be provided to each member of the Committee and other persons required to attend at least fourteen days prior to the date of the meeting. Agenda and accompanying committee papers shall be sent, in full, to the members and other attendees at least three days before the date of the meeting.

Authority

9. The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary.
10. The Committee is authorised by the Board to obtain legal and other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Committee considers it necessary.

Reporting Procedures

11. The secretary shall circulate full minutes of all meetings of the Committee to all members of the Board. All minutes of the Committee shall be open for inspection at any reasonable time on reasonable notice by any director.
12. The Committee shall report back to the Board on its decisions or recommendations.
13. The Committee Chairman, failing him, a member of the Committee shall be available to attend the annual general meeting of the Company to answer questions relating to the appointment of directors and board succession.