

**SWIRE PACIFIC LIMITED**  
**太古股份有限公司**

**Nomination Committee - Terms of Reference**

1. The nomination committee (the “**Committee**”) is established pursuant to Article 127 of the articles of association of Swire Pacific Limited (the “**Company**”).
2. The Committee shall be appointed by the board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors. A quorum shall be two members.
3. The chairman of the Committee shall be appointed by the board and shall be an independent non-executive director.
4. The Committee shall meet at least once in each calendar year.
5. The duties of the Committee are:
  - (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; and
  - (d) to make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman.
6. The Committee is authorised by the board to seek independent professional advice at the expense of the Company in order to perform its duties.