

# SAMSON PAPER HOLDINGS LIMITED

## Nomination committee – Terms of reference

Reference to “NC” shall mean the Nomination Committee.

Reference to “the board” shall mean the board of directors of the company.

### 1. Membership

1.1 The NC shall comprise not less than three members to be appointed by the board, the majority of whom should be independent non-executive directors.

1.2 The board shall appoint the chairman of the NC who should either be the chairman or vice-chairman of the board or one of the independent non-executive directors sitting on the NC. In the absence of the chairman of the NC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the board shall not chair the meeting of the NC when it is dealing with the succession of chairmanship.

1.3 Only members of the NC have the right to attend the NC meetings. However, any director, executive or other person may be invited to attend the meetings when the NC considers that their attendance can assist it to discharge its duties.

1.4 Appointments to the NC shall be for a period of up to three years (subject to extension).

### 2. Frequency and proceedings of meetings

2.1 The NC shall meet at least twice a year and at such other times as the chairman of the NC shall require.

2.2 The quorum for meetings of the NC shall be of such a number that the independent non-executive directors shall form the majority in the meeting. A duly convened meeting of the NC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the NC.

### 3. Secretary

3.1 The company secretary of the company or his nominee shall act as the secretary of the NC.

## 4. Notice of Meetings

4.1 Meetings of the NC shall be convened by the chairman of the NC.

4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the NC and any other person required to attend at least 14 working days before the meeting date. Supporting papers shall be sent at least 3 working days before the meeting.

## 5. Minutes of meetings

5.1 Minutes of the NC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. The minutes shall be circulated within 14 working days after the meetings to all members of the NC and unless there is a conflict of interest, to all other members of the board.

5.2 The secretary of the NC shall keep the minutes and resolutions passed at the NC meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

## 6. Annual General Meeting

6.1 The chairman of the NC shall attend the Annual General Meeting of the company and be prepared to respond to shareholders' questions on the activities of the NC.

## 7. Duties

7.1. The committee shall :

7.1.1 review the structure, size and composition (including the skills, knowledge and experience) of the board on a regular basis and make recommendations to the board regarding any proposed changes;

7.1.2 identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of, individuals nominated for directorships;

7.1.3 assess the independence of independent non-executive directors;

7.1.4 make recommendations to the board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer;

7.1.5 make recommendations to the board on the membership of board committees e.g. Audit Committee and Remuneration Committee, in consultation with the chairman of the board and the chairmen of such committees, as appropriate;

7.1.6 before recommending an appointment, evaluate the balance of skills, knowledge and experience on the board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the NC shall:

- (i) use such method or methods to facilitate the search as it may deem appropriate;
- (ii) consider candidates from a wide range of backgrounds; and
- (iii) consider candidates on merit and against objective criteria, taking care that candidates have enough time available to devote to the position

7.1.7 make recommendations to the board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the law and their service contracts;

7.1.8 keep under review the leadership needs of the company, both executive and non-executive, with a view to ensuring the continued ability of the company to compete effectively in the marketplace;

7.1.9 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;

7.1.10 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and

7.1.11 ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

## 8. Reporting responsibilities

8.1 The NC chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The NC shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

8.3 The NC shall provide to the board all the information set out in Paragraph 2(g) of Appendix 23 of the Main Board Listing Rules to enable the company to prepare the Corporate Governance Report in its Annual Report in compliance with the said Appendix 23.

## 9. Authority

9.1 The NC is authorized to seek any information it requires from any employee of the company in order to perform its duties.

9.2 The NC may obtain, at the expense of the company, legal or other professional advice on any matters within its terms of reference.

## 10. Other

10.1 The NC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the board for approval.