



Shanghai Jin Jiang International Hotels (Group) Company Limited
上海錦江國際酒店(集團)股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02006)

**TERMS OF REFERENCE FOR
NOMINATION COMMITTEE UNDER THE BOARD OF DIRECTORS**

CHAPTER 1 GENERAL

- Rule 1 In order to regulate the appointment of directors and senior management of Shanghai Jin Jiang International Hotels (Group) Company Limited (the “Company”) and enhance the Company’s corporate governance structure, the Company has specifically set up the nomination committee (the “Nomination Committee”) of the board of directors (the “Board”) and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China, the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong (the “Listing Rules”), the Articles of Association of the Company and other relevant regulations.
- Rule 2 The Nomination Committee is a specialized working organ under the Board that is primarily responsible for the selection of and making recommendations on candidates for the positions of director and senior management of the Company, as well as the standards and procedures of the selection system. The Nomination Committee is accountable to the Board.
- Rule 3 The human resources department of the Company shall work in co-operation with the Nomination Committee.

CHAPTER 2 COMPOSITION

- Rule 4 The Nomination Committee shall comprise no less than three directors and the majority of whom shall be independent non-executive directors.
- Rule 5 The members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of all independent non-executive directors or more than one third of all directors, and shall be elected by the Board.

Rule 6 The Nomination Committee shall have a chairman (the convenor) who shall be the chairman of the Board or an independent non-executive director. The chairman of the Nomination Committee shall be responsible for leading the work of the Nomination Committee. The chairman of the Nomination Committee shall be elected from its members and the appointment needs to be reported to the Board for approval.

Rule 7 The Nomination Committee shall have a term of office consistent with that of the Board. The term of office of a member is renewable by re-election upon expiry. If a member no longer assumes the position of a director in the Company, he/she shall automatically lose his/her status as a member. The vacancy shall be filled in accordance with the relevant provisions in Rules 4 to 6 of these terms of reference.

CHAPTER 3 DUTIES AND AUTHORITIES

Rule 8 The main duties and authorities of the Nomination Committee include:

- (I) To review the structure, number of members and diversity, and make suggestions on any changes to be made on the Board in line with corporate strategies at least once each year;
- (II) To report to the Board the composition of the Board members and monitor the implementation of the policy on Board diversity;
- (III) To make disclosure of a summary of the policy on Board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives;
- (IV) To review the criteria and procedures for selection of directors and senior management and make recommendations to the Board;
- (V) To identify suitably qualified candidates for the positions of directors and senior management; the candidates for directorship will be selected taken into account a wide range of factors, including but not limited to, gender, age, cultural and educational background, race, professional experience, skills, knowledge and service term;
- (VI) To conduct examinations and make recommendations on candidates for the positions of directors and senior management;
- (VII) To assess the independence of independent non-executive directors;
- (VIII) To make recommendations on the appointment or re-appointment of directors and senior management as well as the succession plan of directors and senior management to the Board, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, as appropriate;

- (IX) To report its decisions or suggestions to the Board, unless no such reporting could be made as a result of prohibition by applicable laws or regulations; Other duties authorized by the Board;
- (X) Other duties authorized by the Board;
- (XI) Other relevant requirements on the scope of work of the Nomination Committee prescribed by the Listing Rules as amended from time to time.

Rule 9 The Nomination Committee is accountable to the Board. The proposals of the Nomination Committee shall be submitted to the Board for consideration and decision.

CHAPTER 4 DECISION MAKING PROCEDURES

Rule 10 The Nomination Committee shall review the criteria, procedures of selection and term of office of directors and senior management in accordance with the requirements of relevant laws, regulations and the Articles of Association of the Company while having regard to the actual situation of the Company. Any resolution made in this regard shall be filed and submitted to the Board by the way of motion for approval, and shall be implemented accordingly.

Rule 11 The procedures for election and appointment of directors and senior management are as follows:

- (I) The Nomination Committee shall actively communicate with the relevant divisions of the Company to assess the demand of the Company for directors and senior management members and to compile its findings into written materials;
- (II) The Nomination Committee may extensively look for candidates for the positions of directors and senior management within the Company and its controlling (or controlled) companies as well as in the recruitment market;
- (III) The Nomination Committee shall obtain information on the occupation, education background, job title, detailed working experience of and all part-time positions held by the proposed candidates, and to compile such information into written materials;
- (IV) To seek the candidate's opinion regarding the proposed nomination, without such opinion, he or she shall not be eligible as a candidate for the position of director or senior management;
- (V) To convene meetings of the Nomination Committee to examine the qualification of candidates according to the relevant job requirements;
- (VI) To put forward recommendations about the candidates for the positions of directors and senior management and submit relevant materials to the Board one to two months prior to the election or appointment of directors and senior management members;
- (VII) To undertake other work according to the decision and feedback of the Board.

CHAPTER 5 RULES OF PROCEDURES

- Rule 12 The Nomination Committee shall convene a meeting at least once a year. A meeting may also be convened upon request from the chairman or more than half of all the members of the Nomination Committee, if necessary.
- The notice of a meeting shall be finalized by the office of the Board, and shall be submitted to all members of the Nomination Committee three days prior to the meeting. The notice shall state matters such as date, venue and agendas of the meeting.
- The meeting of Nomination Committee shall be presided over by the chairman and, where he/she is unable to attend the meeting, he/she may appoint another member to preside over the meeting.
- Rule 13 Meetings of the Nomination Committee shall be held only with the presence of at least two thirds of its members. Each member shall be entitled to one vote. Resolutions of a meeting must be adopted by the affirmative votes of more than half of its members.
- Rule 14 Resolutions of the Nomination Committee shall be passed by a show of hands or by voting. A meeting may also be convened in the form of vote through communication facilities in case of special urgency.
- Rule 15 Directors, supervisors and other senior management of the Company may be invited to attend meetings of the Nomination Committee, if necessary.
- Rule 16 The Nomination Committee shall be given sufficient resources to perform its duties. The Nomination Committee shall seek for independent and professional advices in the course of the performance of its duties when necessary, and the cost shall be borne by the Company.
- Rule 17 The procedures for and voting methods in the meetings of the Nomination Committee as well as the resolutions passed at the meetings must comply with relevant laws, regulations, the Company's Articles of Association and these terms of reference.
- Rule 18 Full minutes of Nomination Committee meetings should be kept by the secretary of the Board/company secretary. Minutes of Nomination Committee meetings should be kept by secretary of the Board/company secretary and should be open for inspection at any reasonable time on reasonable notice by any director. Minutes of Nomination Committee meetings should record in sufficient detail the matters considered by the board and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes of the Nomination Committee meetings should be sent to all committee members of the committee for their comment and records respectively, in both cases within a reasonable time after the meeting.
- Rule 19 Any resolution passed or the results of a poll taken at a meeting of the Nomination Committee shall be reported by way of motion to the Board for review and final decision.

- Rule 20 All members attending meetings of the Committee shall be obliged to keep all matters discussed at the meetings confidential and shall not disclose any relevant information.
- Rule 21 The chairman of the Nomination Committee (in his absence, another member of the Nomination Committee or his duly appointed delegate), shall, upon the invitation of the chairman of the Board, attend the annual general meeting and answer questions at such meeting.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

- Rule 22 These terms of reference shall come into effect on the date of approval by the Board.
- Rule 23 Any matters not covered by these terms of reference shall be implemented in accordance with relevant laws, regulations and the Company's Articles of Association. Where there is a conflict between these terms of reference and laws and regulations to be promulgated or the Company's Articles of Association as amended in accordance with legitimate procedures in the future, these terms of reference shall be implemented in accordance with relevant laws, regulations and the Company's Articles of Association, and corresponding amendments to these terms of reference must be submitted to the Board promptly for consideration and approval.
- Rule 24 The right to interpret these terms of reference shall be vested in the Board.
- Rule 25 These terms of reference shall be published on the websites of the Company and the Stock Exchange of Hong Kong Limited in accordance with the requirements of the Listing Rules.

Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the Chinese version shall prevail.