



中国太平
CHINA TAIPING

中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 966)

**TERMS OF REFERENCE OF
NOMINATION COMMITTEE**

CHINA TAIPING INSURANCE HOLDINGS COMPANY LIMITED
Terms of Reference of Nomination Committee

Formation

1. The nomination committee (“the Committee”) was formed pursuant to the board resolution of CHINA TAIPING INSURANCE HOLDINGS COMPANY LIMITED (“the Company”) passed on 29 March 2012.

Composition and Quorum

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the committee members should be independent non-executive directors. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the board and should be the chairman of the board or an independent non-executive director.
4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors.
5. The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

Frequency of meetings

6. Meetings shall be held not less than once a year.

Authority

7. The Committee is authorized by the board to investigate activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
8. The Committee is authorized by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

9. The duties of the Committee shall be :
 - (a) to review the structure, size and diversity (including without limitation, age, cultural and educational background, professional experience, skills, knowledge, length of service, gender and ethnicity) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company’s corporate strategy;

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- (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, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the Board;
- (e) review the Board Diversity Policy, as appropriate; and review the measurable objectives that the board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually; and
- (f) to consider other topics as defined by the board.

Reporting procedures

10. The secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

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