

# **LI & FUNG LIMITED**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 494)**

## **NOMINATION COMMITTEE – TERMS OF REFERENCE**

### **Constitution**

1. The Nomination Committee was established by the Board on 20 August 2001.

### **Membership**

2. Under the Constitution, the Committee members should consist of not less than three members with a majority of independent non-executive directors. Quorum of meeting shall not be less than two members.
3. The Company Secretary or such person 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, composition (including the skills, knowledge and experience) and balance 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 of the Board and the Group President/Chief Executive Officer; and
  - (e) to review and monitor the training and continuous professional development of directors and senior management.



### **Authority**

6. The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary.
7. The Committee shall have rights to obtain legal and other independent professional advice as it considers this necessary.

### **Reporting Procedures**

8. The secretary shall circulate the minutes of all meetings of the Committee to all members of the Board.
9. 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.

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