



**HOSPITAL CORPORATION OF CHINA LIMITED**

弘和仁愛醫療集團有限公司

(the “C

## **4 Authority**

- 4.1 The Nomination Committee is authorized by the Board to act within these terms of reference. It is authorized to seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Nomination Committee.
- 4.2 The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice at the Company's expense but subject to prior discussion with the Board on costs to perform its responsibilities.

## **5 Duties**

The duties of the Nomination Committee are to:

- 5.1 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;
- 5.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.3 assess the independence of independent non-executive directors;
- 5.4 make recommendations to the Board on matters in relation to the appointment or reappointment of directors and succession plans for directors, in particular the chairman and the chief executive officer;
- 5.5 regularly review and report to the Board on the performance and suitability of the senior management to ensure they are in compliance with the employment te eitahe hiæt

## **6 Notice of Meetings**

6.1 A meeting of the Nomination Committee may be convened by any of it

**9 Minutes**

9.1 Minutes of the Nomination Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.

9.2 Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all members of the Nomination Committee for their