



**Terms of Reference of the Nomination Committee of**  
**Shanghai Commercial Bank Limited**

**1 Membership**

- 1.1 Members of the Nomination Committee (the “Committee”) shall be Non-executive Directors including Independent Non-executive Directors appointed by the Board of Directors of the Bank (the “Board”).
- 1.2 The Committee shall consist of not less than three members, the majority of whom shall be Independent Non-executive Directors.
- 1.3 The Committee shall be chaired by an Independent Non-executive Director.
- 1.4 The tenure limit of Committee member for serving on the Committee shall be the tenure of office of that member serving as Director on the Board or subject to the decision of the Board from time to time.

**2 Secretary**

The Corporate Secretary shall be the secretary to the Committee.

**3 Attendance at meetings**

The Chairman may invite any Director(s) or staff of the Bank or external consultant(s) to attend any meeting(s) of the Committee from time to time upon such conditions if deems necessary.

**4 Frequency of meetings and quorum**

- 4.1 The Committee shall meet at least once a year or more frequently as the Chairman of the Committee may determine.
- 4.2 The quorum for the Committee meeting is two members.



## **5 Proceedings of Meetings**

- 5.1 The meetings and proceedings of the Committee shall be governed by the provisions for regulating the meetings of the Board as stipulated in the Articles of Association of the Bank insofar as those provisions are applicable and are not replaced by any regulations imposed on the Committee by the Board.
- 5.2 A written resolution signed by all the Committee members shall be as valid and effectual as a resolution passed at a meeting of the Committee duly convened and held.

## **6 Authority**

The Committee is authorized by the Board to deal with any matter within its terms of reference and to obtain independent professional advice, at the Bank's expense, to perform its responsibilities as it shall deem appropriate, and to consider the recommendations from the Chief Executive and Human Resources Division.

## **7 Duties**

The duties of the Committee are:

- 7.1 to review the structure, size, 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 Bank's business strategy;
- 7.2 to assess the independence of Independent Non-executive Directors;
- 7.3 to conduct regular evaluation of the performance of the board and of each individual director in order to assist the Board in reviewing the efficiency and effectiveness of the functioning of the Board and of its specialized committees on an annual basis, and issues related to directors' training and etc.;



- 7.4 to identify, review and select individuals who are suitably qualified for appointment, re-appointment and succession of Directors, chair of the Board and Chief Executive (including Alternate Chief Executive) of the Bank and to make recommendations to the Board;
- 7.5 to ensure appropriate succession plans for senior management are in place; and
- 7.6 to review the related employees list and the senior management organization structure of the Bank on a regular basis and to consider the appointment/promotion to and removal from the corporate ranking grade of E27 (Executive Vice President grade) or above, as identified and recommended by the Chief Executive and Human Resources Division, and to submit to the Board for approval.
- 7.7 to review the “Policy on Management Succession” as appropriate; and attend to the matters as prescribed under the “Policy on Management Succession” and other prevailing guidelines.

## **8 Reporting procedures**

- 8.1 The Committee shall report regularly to the Board on its decisions and recommendations.
- 8.2 Minutes of the Committee meetings shall also be sent to all Committee members for comment before finalized for records.

## **9 Frequency of review**

These Terms of Reference shall be reviewed at least annually and as required.