

# **Hainan Meilan International Airport Company Limited (the “Company”)**

## **Terms of Reference of the Nomination Committee of the Board of Directors (the “Board”) of the Company**

### **1. Responsibilities**

The Nomination Committee of the Board (the “**Committee**”) is a special committee under the Board with its responsibilities:

- 1.1 to 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;
- 1.2 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;
- 1.3 to assess the independence of independent non-executive directors of the Company;
- 1.4 to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the president (which is equivalent to the general manager as defined in the articles of association of the Company); and
- 1.5 other matters required by applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed and the articles of association of the Company, and as authorized by the Board.

### **2. Constitution**

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three (3) members, a majority of whom shall be independent non-executive directors.
- 2.2 The chairman of the Committee (the convener) shall be appointed by the Board and has to be the chairman or an independent non-executive director of the Company.
- 2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board.
- 2.4 The secretary of the Company shall act as the secretary of the Committee.

- 2.5 The term of office of the members of the Committee shall be the same as that of their directors. Upon the expiration of the term of office of the members, they are eligible for re-election (in the case of re-election). During the period, if a member ceases to serve as a director of the Company due to resignation or other reasons, his membership shall be automatically lost from the date of his ceasing to serve as a director of the Company, and the Committee shall make up the number of members in accordance with clauses 2.1 to 2.2, and the term of office of the supplementary members shall end at the end of the term for which they serve as directors.
- 2.6 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

### **3. Frequency and proceedings of meetings**

- 3.1 The Committee should meet at least once per year. The Chairman may convene additional meetings at his discretion.
- 3.2 Notice of Meeting
- (a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least ten (10) days’ notice.
  - (b) Any member of the Committee may at any time propose to convene a meeting of the Committee.
  - (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.
  - (d) Notice of meeting shall state the time and place of the meeting and the matters to be considered.
  - (e) All relevant meeting documents shall be sent to all members of the Committee and to other attendees as appropriate at least three (3) days before the date of the meeting (or such other period as the members may agree).
- 3.3 The Committee meeting should be held only when more than two-thirds of the Committee members are present, each member has one vote. Resolutions made at a meeting shall be valid only if they are passed by a majority vote of all members of the Committee.

- 3.4 If necessary, other directors, supervisors and senior management of the Company may be invited to attend the meeting.
- 3.5 All persons present at the meeting are obliged to keep the matters discussed at the meeting confidential and shall not disclose relevant information without authorization. In the event of a breach of confidentiality, the relevant personnel shall bear legal responsibility in accordance with the relevant provisions of laws, regulations and regulatory documents.

#### **4. Alternate Committee members**

A Committee member shall not appoint any alternate to attend and vote at meetings of the Committee.

#### **5. Authorities of the Committee**

- 5.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1 above.
- 5.2 The Committee shall be provided with sufficient resources to perform all of its duties. Where necessary, the Committee may seek independent professional advice, at the Company's expense, to perform its responsibilities.

#### **6. Minutes of meetings**

- 6.1 Full minutes of Committee meetings shall be kept by the secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The secretary of the Company shall circulate the draft and final versions of minutes of Committee meetings to all the Committee members for their comments and records respectively, within a reasonable time after the meeting. The final versions of minutes shall be signed by the members of the Committee present.
- 6.2 The secretary of the Company shall transfer the minutes of Committee meetings to the Company's archives for filing in a timely manner in accordance with the requirements of the relevant provisions of the Company's archive management.

#### **7. Written resolutions**

Resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

## **8. Reporting procedures**

The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

## **9. Continuing application of the articles of association of the Company**

The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

These terms of reference shall be deemed to be the Rules of Procedures of the Committee as stipulated in the articles of association of the Company.

## **10. Powers of the Board**

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix C1 (Corporate Governance Code) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

## **11. Uncovered matters and conflicts**

For matters not covered in these terms of reference, or in the event of any conflict with applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the articles of association of the Company, the provisions of the applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the articles of association of the Company shall prevail.

## **12. Language**

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