



CARNIVAL GROUP  
INTERNATIONAL

# **Carnival Group International Holdings Limited**

**嘉年華國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock code : 00996)

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## **TERMS OF REFERENCE for the nomination committee (the “Committee”) of the Company**

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### **1. Constitution**

- 1.1 The board of directors of the Company (the “Board”) resolved to establish the Committee known as the nomination committee.
- 1.2 These terms of reference were proposed by the board of executive directors of the Company and were adopted by the Committee.

### **2. Membership**

- 2.1 Members of the Committee shall be directors of the Company, and precisely of a minimum of 3 members. Majority of the Committee shall be independent non-executive directors of the Company. The members shall be appointed by the Board without fixed term of office but shall retire, and being eligible for re-appointment, at every annual general meeting of the Company.
- 2.2 The Board shall nominate one of the members of the Committee who is also an independent non-executive director of the Company to be the chairman of the Committee.
- 2.3 The company secretary of the Company or his nominee shall be the secretary of the Committee.

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

- 3.1 The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
- 3.2 In addition, the Committee’s Chairman may convene additional meetings at his discretion.
- 3.3 The quorum of a meeting shall be two Committee members and at least one member is an independent non-executive director of the Company.

3.4 Each meeting of the Committee shall be attended, physically or by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.

#### **4. Functions, duties and power**

The Committee shall formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy and:

- 4.1 review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 4.2 identify and nominate individuals suitably qualified to become members of the Board and to select or make recommendations to the Board on the selection of, individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the object criteria, with due regard for the benefits of diversity on the Board;
- 4.3 assess the independence of the independent non-executive directors and the proposed independent non-executive directors, having regard to the requirements of the Listing Rules;
- 4.4 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;
- 4.5 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 future, together with the Board, as appropriate;
- 4.6 make available its terms of reference to any eligible party without charge; and
- 4.7 do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board, or, required by the Listing Rules, the Company's constitutional documents and/or any applicable laws.

#### **5. Reporting procedures**

5.1 The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

#### **6. Resources**

The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.