

# **China Unicom (Hong Kong) Limited**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 0762)**

## **Nomination Committee Charter**

### **Establishment**

1. The Board of Directors of China Unicom (Hong Kong) Limited (the “Company”) proposes the establishment and formation of a nomination committee (hereinafter referred to as the “Committee”), the powers and duties of which are set out as follows:

### **Members**

2. Members of the Committee shall be directors appointed by the Board of Directors, the majority of which shall be independent non-executive directors. The Committee shall consist of three members at minimum, and two members shall constitute a quorum.
3. The Chairman of the Committee shall be appointed by the Board of Directors and shall be the chairman of the Board of Directors or an independent non-executive director.
4. The term of office of the members of the Committee shall be determined by the Board of Directors, and shall be subject to the provisions of the Articles of Association of the Company on retirement of members of the Committee by rotation.

### **Attendance**

5. The Chairman shall normally attend the meetings.
6. Meetings may be conducted by way of telephone.

### **Frequency of Meetings**

7. The Committee shall hold a meeting where appropriate, and meeting shall be held at least once a year.

### **Authority**

8. The Board of Directors authorises and delegates to the Committee to conduct any relevant investigation within the scope of its duties and responsibilities, and to obtain any required information from any relevant personnel. The relevant personnel shall be instructed to cooperate with the Committee as requested.
9. The Board of Directors authorises the Committee to seek the advice from its internal personnel about their proposals relating to the nomination of other directors and/or the chief executive officer and/or senior management personnel of the Company and have access to independent professional advice at the Company’s expense if necessary.

## **Duties**

10. The duties of the Committee shall be:

- (a) to review the structure, size and composition (including skills, knowledge and experience) of the Board of Directors at least annually and make recommendations on any proposed changes to the Board of Directors to complement the corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board of Directors on selection of individuals nominated for directorships;
- (c) to formulate and review the policy of diversity of Board members as appropriate;
- (d) to give due regards to the benefits of diversity on the Board of Directors against the criteria set out in the policy of diversity of Board members when performing its duties;
- (e) to assess the independence of independent non-executive directors;
- (f) to make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
- (g) to provide its opinion to the Board of Directors on candidates nominated by the chief executive officer to become senior management personnel of the Company and on changes to senior management personnel of the Company.

## **Report**

11. The Company Secretary shall deliver minutes of the meetings of the Committee to all members of the Board of Directors.

## **Corporate Information**

12. The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board of Directors by including them on the website of the Stock Exchange of Hong Kong Limited and the website of the Company.