

NOMINATIONS COMMITTEE CHARTER

1. Purpose

This Committee Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Nominations Committee of AoShangHui Consulting Pty Ltd trading as AustCham Shanghai (the **Company**).

2. Objectives

The objectives of the Nominations Committee are:

- 2.1 To ensure the Company has adopted Board selection, appointment and review practices that result in a Board:
 - (a) with an effective composition, size, mix of skill sets and experience and commitment to adequately discharge its responsibilities and duties and add value to the Company and its members;
 - (b) that has a proper understanding of, and competence to deal with, the current and emerging issues of the business of the Company;
 - (c) can effectively review and challenge the performance of management and exercise independent judgement;
 - (d) to ensure collaboration between directors.
- 2.2 To ensure members and other key stakeholders understand and have confidence in the Board selection, appointment and review practices.

3. Role

The Nominations Committee is not a policy making body, but assists the Board in achieving the objectives detailed above by implementing Board policy and recommending nominations which require Board approval.



4. Responsibilities

The Committee is responsible for:

- (a) the selection and recommendation to the Board of new Board members;
- (b) determining the appropriate mix of skills, diversity, experience and expertise required by the Board for it to effectively discharge its responsibilities;
- (d) making recommendations to the Board on the appointment, election and removal of Directors;
- (e) reviewing a process for the evaluation of the performance of the Board, its Committees, the Chairman and individual directors;
- (f) Establishing performance evaluations of the Board, its Committees, the Chairman and individual directors, at least annually;
- (g) ensuring that there is an appropriate induction process in place for incoming directors (all directors appointed upon election) and reviewing its effectiveness;
- (h) reviewing the professional development program provided to directors to assess whether it is appropriate to develop and maintain their skills and knowledge needed to perform their roles effectively;
- (i) reviewing the nominations received from members who wish to be appointed to the Board in accordance with the preferred criteria and guidelines set out below.
- (j) monitoring Board membership and structure to ensure that there is appropriate representation on the Board from across the membership.
- (k) ensuring that Board elections are held in accordance with the Members' Charter, Constitution, and policy and procedures approved by the Board, including the appointment of an Election Auditor.

5. Composition

5.1 The Nominations Committee is a committee of the Board.

5.2 The Committee will consist of three members of the Board. The



Board, on recommendation of the Chairman of the Board, will appoint Nominations Committee members and the Chair of the Committee.

- 5.3 Membership of the Nominations Committee is reviewed annually and members are eligible for reappointment.
- 5.4 Each Nominations Committee member will be non-executive. Directors on the Board whose position is up for re-election at the next Board election are not eligible to be a member of the Nominations Committee.
- 5.5 The Chair of the Committee must be non-executive and must not also be the Chairman of the Board.

6. Meetings

- 6.1 The Nominations Committee will hold meetings at least twice each year and additionally as it considers necessary.
- 6.2 A quorum will be all three of the members.
- 6.3 All Committee members are expected to attend each meeting in person or through other approved means such as teleconferencing and video conferencing.
- 6.4 The notice and agenda of a meeting will include relevant supporting papers.
- 6.5 The Committee may invite other people to attend as it sees fit, and consult with other people or seek any information it considers necessary to fulfill its responsibilities.
- 6.6 The Committee Chairman will communicate the recommendations of the Committee to the Board at the following Board Meeting.

7. Secretariat Duties

- 7.1 The Company Secretary or another delegated person undertakes the duties of secretariat.
- 7.2 Proceedings of all meetings are minuted, ratified by members in attendance and signed by the Committee Chairman.
- 7.3 The Company Secretary will undertake the call for nominations to the Board, as specified by the Nominations Committee.



7.4 Once the nominations received have been assessed and recommendations made, the Committee advises the Board in accordance with its delegation.

7.5 The Board makes a decision to promote an ideal Board composition based on the Committee's recommendations.

8. Nomination Criteria

When reviewing a nomination for directorship, the Committee must take into account:

- (a) The level of seniority in the nominee's workplace.
- (b) Previous and other directorial experience.
- (c) The level of further education undertaken by the nominee.
- (d) The standing of the nominee in the community.
- (e) Qualifications.
- (f) Skills set of the nominee to complement the skill set of the Board.
- (g) Industry/professional sector of the nominee to ensure the diversity on the Board, keeping in mind the composition of the membership at large.
- (h) Consideration of their experience as a recognised thought leader and team player.
- (i) Declared/apparent conflict of interest.
- (j) Any other attributes that the Nominations Committee believes will benefit the Company.

9. Voting

Any matters requiring a decision will be decided by consensus.

10. Reporting to the Board

The Chair of the Committee is to report to the Board following each committee meeting. The manner of reporting may be by distribution of a copy of the minutes supplemented by other necessary information, including recommendations requiring Board action and/or approval.

11. Review

- 11.1 The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person.
- 11.2 The Committee should review this charter and its composition annually to ensure that it remains consistent with the Board's objectives and its responsibilities. The Board should consider the committee's review and either approve or further review the committee's charter and/or composition.