

ESR CAYMAN LIMITED
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1821)

**TERMS OF REFERENCE FOR
THE NOMINATION COMMITTEE**

ESTABLISHMENT

1. The nomination committee (the “**Nomination Committee**”) of ESR Cayman Limited (the “**Company**”) was established by the resolution of the board of directors of the Company (the “**Board**”) passed on May 20, 2019.

PURPOSE

2. The purpose of the Nomination Committee is to review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes to the composition of the Board; identify, select and make recommendations to the Board on the selection of individuals nominated for directorship, and ensure the diversity of the Board members; assess the independence of the independent non-executive directors of the Company and make recommendations to the Board on relevant matters relating to the appointment, reappointment and removal of the directors of the Company and succession planning for the directors of the Company.

MEMBERSHIP

3. The members of the Nomination Committee (the “**Members**”) shall be appointed by the Board from time to time and shall consist of not less than three Directors, a majority of which shall be independent non-executive Directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The chairman of the Nomination Committee must either be the chairman of the Board or an independent non-executive Director (the “**Chairman**”).

MEETINGS

4. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require. The Chairman shall convene a meeting upon request by any Member.
5. The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
6. The company secretary of the Company shall be the secretary (the “**Secretary**”) of the meetings of the Nomination Committee.

7. An agenda and other relevant documents should be sent in full to all Members in a timely manner and at least three days before the intended date of a meeting of the Nomination Committee (or such other period as may be agreed by its Members).
8. Meetings of the Nomination Committee may follow the same procedures as those for meetings of the Board under the relevant provisions in the articles of association of the Company, as amended from time to time.
9. Minutes of meetings (both draft and final versions) of the Nomination Committee and the records of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Nomination Committee as soon as practicable after the conclusion of the meeting. The minutes shall also be made available for inspection on reasonable notice by any Director.

AUTHORITY

10. The Nomination Committee is authorised by the Board to perform any activity within these Terms of Reference, including without limitation the determination of the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.
11. The Nomination Committee shall be provided with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisers at the expense of the Company where necessary. The Nomination Committee shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of engagement for any external party who advises the Nomination Committee.
12. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. All employees of the Company are directed to cooperate with any information request made by the Nomination Committee.
13. The Nomination Committee will consult the chairman and/or chief executive of the Company about their proposals relating to the selection and appointment of Directors.

DUTIES

14. The Nomination Committee shall perform the following duties:
 - (a) to review the structure, size, composition and diversity (including skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;

- (c) in identifying suitable candidates (where applicable and appropriate), to use open advertising or the services of external advisers to facilitate the search, to consider candidates from a wide range of backgrounds with the Company's board diversity policy in mind, and to consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- (d) to identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (e) to assess the independence of independent non-executive Directors;
- (f) to 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;
- (g) to consider and assess the performance of the Board and consider such performance against the boards of comparable companies; and
- (h) to monitor the implementation of, and review, the board diversity policy of the Company, report annually in the Corporate Governance Report on the Board's composition under diversified perspectives and the progress on achieving the objectives of the Nomination Committee.

Reporting Procedures

- 15. The Nomination Committee shall report to the Board on a regular basis, unless there are legal or regulatory restrictions on its ability to do so.
- 16. The Nomination Committee shall make a statement in the annual report about its activities, the process used to make appointments and whether external advice and/or open advertising was used.
- 17. The Nomination Committee shall evaluate its own performance, these terms of reference and its membership annually to ensure it is performing its duties effectively, and recommend to the Board any changes it considers necessary.
- 18. The Chairman or his duly appointed delegate shall attend the Company's annual general meetings and respond to any questions from the shareholders of the Company on the Nomination Committee's activities.
- 19. The Nomination Committee shall make available these terms of reference on request and by inclusion on the websites of the Company and The Stock Exchange of Hong Kong Limited in order to explain its role and authority delegated to it by the Board.

Hong Kong, October 31, 2019