

**JPMorgan Chinese Investment Trust plc**  
**Nomination and Remuneration Committee – Terms of Reference**  
**(adopted on 23rd July 2012, revised 3rd August 2015).**

The UK Corporate Governance Code states that there should be a formal, rigorous and transparent procedure for the appointment of new Directors and that there should be a Nomination Committee which should lead the process for Board appointments and make recommendations to the Board. The Code further states that there should be a formal and transparent procedure for developing policy on Board remuneration and that the Board should establish a Remuneration Committee to develop and oversee such procedures and make recommendations to the Board. The Board has not established a separate remuneration committee and therefore the responsibilities of the Nomination Committee include the setting of remuneration policy and to make recommendations to the Board on fee levels.

**1. Membership**

- 1.1. The Membership shall comprise at least three Directors amongst the independent Directors of the Company and shall comprise of a Chairman and at least 2 other Directors.
- 1.2. The Board shall appoint the Committee Chairman who should either be the Chairman of the Board or another independent Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 1.3. If a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another Director of the Company to serve as an alternate member.
- 1.4. Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.
- 1.5. On appointment to the Board, new Directors shall also be appointed to the Committee.

**2. Secretary**

The Company Secretary, or their nominee, shall be the Secretary of the Committee and be responsible for preparing the agenda, producing and circulating the minutes to all Directors and ensuring that the Committee's decisions are followed through and actioned.

**3. Quorum**

The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **4. Frequency of Meetings**

The Committee shall meet not less than once a year and at such other times as the Committee Chairman shall require. It is recommended that, as a minimum, the Committee meets prior to the approval of the annual report and accounts to consider whether or not directors retiring by rotation should stand for re-appointment at the next Annual General Meeting ('AGM'), taking into consideration the results of the board and director evaluations. Directors being considered will not be present at the meeting.

#### **5. Notice of Meetings**

5.1. Meetings of the Committee shall be convened by the Secretary at the request of the Committee Chairman.

5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no fewer than 5 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

#### **6. Minutes of Meetings**

The Secretary shall minute the proceedings and resolutions of all Committee meetings and the minutes will be circulated to the Chairman within two weeks of the meeting and to all members of the Board thereafter.

#### **7. Annual General Meeting**

The Committee Chairman shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

#### **8. Duties**

The Committee shall

8.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary;

8.2 give full consideration to succession planning, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board in future;

8.3 satisfy itself with regard to succession planning, that appropriate processes and plans are in place with regard to Board appointments;

8.4 prepare a description of the role and capabilities required for a particular appointment;

- 8.5 identify, from a variety of sources, including where it is felt necessary the use of search consultants, and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise. In identifying candidates due regard for the benefits of diversity, including gender, will be given;
- 8.6 assess and articulate the time needed to fulfil the role of Chairman and non executive director, and undertake an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties, and also to review their contribution to the work of the Board and the breadth of experience of the board as a whole;
- 8.7 ensure on appointment that a candidate has sufficient time to undertake the role, if applicable, review his commitments and training. Candidates should also be asked to disclose any other business interests that could represent a potential conflict of interest; and
- 8.8 ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and the terms of the appointment, providing relevant information on the Company and proposing an induction plan.

It shall also make recommendations to the Board:

- 8.9 with regard to the Chairman, having assessed every year whether the present incumbent shall continue in post, taking into account the needs of continuity versus freshness of approach;
- 8.10 as regards the re-appointment of any non-executive director, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required, confirming that they continue to be effective and demonstrate commitment to their role.
- 8.11 concerning the re-appointment by shareholders of any director under the 'retirement by rotation' provisions in the Company's Articles of Association;
- 8.12 concerning any matters relating to the continuation in office as a director of any director at any time; and
- 8.13 detailing items that should be published in the Company's Annual Report relating to the activities of the Committee;

## **9. Directors' Fees**

The Committee shall:

- 9.1 determine the broad framework for Directors' remuneration having regard for remuneration trends and industry practice;

- 9.2 consider Directors' Remuneration on an annual basis, or as and when required, for a recommendation to be put to the Board. This can be done with reference, for example, to research conducted by JPMF on competitor trusts and on its other managed trusts, up-to-date information about remuneration in the financial services sector or by the use of remuneration consultants; and
- 9.3 agree the policy for authorising claims for expenses from the Directors.

## **10. Other Matters**

The Committee shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 10.2. be provided with appropriate and timely training both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3. give due consideration to all applicable laws and regulations and the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate; and
- 10.4. periodically review its own performance and its constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval

## **11. Authority**

The Committee is authorised by the Board:

- 11.1 to investigate any activity within its terms of reference and to seek any information it requires. JPMF and its employees shall co-operate with any request made by the Committee; and
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. However, prior to doing this the Committee should consult with the Chairman of the Board to agreed fee levels.