



COUNTRY GARDEN HOLDINGS COMPANY LIMITED

碧桂園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2007)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Formation

1. The nomination committee (the “**Committee**”) was formed pursuant to the board resolution of Country Garden Holdings Company Limited (the “**Company**”) passed on 27 March 2012.

Composition and Quorum

2. The Committee shall be appointed by the board of directors of the Company (the “**Board**”) amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors of the Company. The Committee shall have at least one member of a different gender.

Members : The Committee shall consist of not less than three members

Quorum : Two members

3. The chairman of the Committee shall be the chairman of the Board or an independent non-executive director appointed by the Board.
4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors.

Authority

5. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
6. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

7. The duties of the Committee shall be:

- (a) to review the policy concerning diversity of board members and the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, and disclose such policy and Board skills matrix, including any measurable objectives that the Committee has set for implementing the policy and progress on achieving those objectives, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including disclosure in the Company's corporate governance report as appropriate);
- (b) to develop and maintain a policy for the nomination of board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose the policy and the progress made towards achieving the objectives set in the policy pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including disclosure in the Company's corporate governance report as appropriate);
- (c) to assess each director's time commitment and contribution to the Board at least annually, as well as the director's ability to discharge his or her responsibilities effectively during the year, taking into account criteria including professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience, and disclose its assessment pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including disclosure in the Company's corporate governance report as appropriate);
- (d) to identify individuals suitably qualified to become Board members and 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 support the Company's regular evaluation of the Board's performance at least every two years; and
- (h) to consider other topics as defined by the Board.

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