



朗诗绿色管理

LANDSEA GREEN MANAGEMENT

LANDSEA GREEN MANAGEMENT LIMITED

朗詩綠色管理有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 106)

Terms of Reference for Nomination Committee

The board (the “**Board**”) of directors (the “**Directors**”) of Landsea Green Management Limited (the “**Company**”) resolved at a meeting of the Board on 10th September 2005 to establish a nomination committee (the “**Committee**”).

1. Composition

- 1.1 The members of the Committee shall be appointed by the Board and comprise at least three members with a majority of independent non-executive Directors. At least one member of the Committee should be of a different gender. A quorum for meeting of Committee shall be at least two members.
- 1.2 The chairman of the Committee shall be the chairman of the Board or an independent non-executive Director and appointed by the Board.

2. Secretary

- 2.1 The company secretary of the Company shall be the secretary of the Committee (the “**Secretary of the Committee**”).

3. Meetings

- 3.1 Meeting may be convened by any member or by the Secretary of the Committee on the request of a member or before each appointment of Director. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Committee may from time to time determine.
- 3.2 Resolutions of the Committee at any meetings shall be passed by a simple majority of votes of the members present.
- 3.3 Unless otherwise stated therein, all provisions of law and of the Company’s By-laws relating to proceedings of the Board shall apply *mutatis mutandis* to proceedings of the Committee.
- 3.4 The Secretary of the Committee shall be responsible for preparation of and keeping minutes of the Committee’s meetings and the minutes shall be circulated to all members of the Committee.

4. Attendance at meetings

4.1 At the invitation of the Committee, other members of the Board and any other persons may attend all or part of any meetings of the Committee.

5. Authority

The Committee shall have the following responsibilities and duties:

- 5.1 to review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) 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;
- 5.2 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. In identifying suitable candidates, the Committee shall consider candidates on merit and against the object criteria, with due regard for the benefits of diversity on the Board;
- 5.3 to assess the independence of independent non-executive Directors;
- 5.4 to review the policy on board diversity (the "**Board Diversity Policy**"), as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- 5.5 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- 5.6 to support the Company's regular evaluation of the Board's performance;
- 5.7 to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") 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
- 5.8 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") from time to time.

6. Nomination Policy Procedure

To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises)

or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the audit committee, and the remuneration committee and the Committee (in the case of candidate for non-executive Director) and other relevant Board committees, if invited;
- (d) bringing a range of business and financial experience to the Board, giving the Board and any Board committees on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board or Board committee meetings;
- (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the Board committee on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

If the candidate is proposed to be appointed as an independent non-executive Director (“INED”), his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional

qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

7. Reporting Procedures

Minutes of the Committee shall be circulated to the Board after each meeting of the Committee. For any matters that require immediate attention of the Board, the Committee shall report immediately after the meeting.