

COASTAL 沿海
COASTAL GREENLAND LIMITED
沿海綠色家園有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 01124)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Revised on 28 August 2013)

The following terms of the Nomination Committee (the “Committee”) were adopted by board of directors (the “Board”) of Coastal Greenland Limited (the “Company”) on 28 August 2013 to supersede the terms adopted on 30 March 2012.

1. Membership

- (a) The Committee shall be appointed by the Board which shall consist of at least three members from time to time. The majority of the members of the Committee should be independent non-executive directors.
- (b) The Board shall designate one of the members who shall either be the chairman of the Board or an independent non-executive director as the chairman of the Committee (the “Committee Chairman”).
- (c) The company secretary of the Company shall act as the secretary of the Committee (the “Secretary”).

2. Frequency and proceedings of meetings

- (a) The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
- (b) In addition, the Committee Chairman may convene additional meetings at his discretion.
- (c) The quorum of a meeting shall be three members, two of whom shall be independent non-executive directors.

3. Notices of Meetings

- (a) Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.
- (b) 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, any other person required to attend and all other non-executive directors, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

4. Minutes of Meetings

- (a) The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- (b) The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- (c) Full minutes of meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and to all members of the Board for records respectively, in both cases within a reasonable time after the meeting.

5. Annual General Meeting

The Committee Chairman or in his absence, another member of the Committee or failing that his duly appointed delegate shall attend the annual general meeting of the Company so as to be available to answer questions from the shareholders of the Company on matters within the scope of duties of the Committee.

6. Duties, powers and functions

The Committee shall –

- (a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
- (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size, composition and diversity (including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience and/or length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships based on merit against objective criteria and with due regard for the benefits of diversity on the Board. Sufficient biographical details of nominated candidates shall be provided to the Board to enable them to make informed decisions;
 - (iii) identify and nominate candidates to fill casual vacancies (as and when they arise) for the approval of the Board;
 - (iv) assess the independence of independent non-executive directors;

- (v) regularly review the time required from a director to perform his responsibilities;
 - (vi) make recommendations to the Board on relevant matters relating to the succession planning for the chairman, the chief executive as well as the senior management;
 - (vii) review the Board diversity policy, as appropriate and make recommendations on any required changes for the Board's consideration and approval; to review the measurable objectives that the Board has set for implementing the Board diversity policy; to monitor the progress on achieving the objectives; and to make the relevant disclosure in the corporate governance report; and
 - (viii) do any such things to enable the Committee to discharge its power and functions conferred on it by the Board.
- (c) The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

7. Reporting Procedures

The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee Chairman shall report the Committee's findings and recommendations to the Board.

* For identification purpose only