

# GREENTOWN CHINA HOLDINGS LIMITED

綠城中國控股有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

("Company")

## TERMS OF REFERENCE OF THE NOMINATION COMMITTEE ADOPTED BY THE BOARD ON 30 MARCH 2012

### 1. MEMBERSHIP

1.1 The Nomination Committee ("Committee") shall be appointed by the board ("Board") of directors ("Directors") of the Company from amongst the Directors and shall consist of not less than three members. A majority of the members of the Committee should be independent non-executive Directors ("INEDs"). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") from time to time.

1.2 The chairman of the Committee shall be the chairman of the Board or an INED.

### 2. ATTENDANCE AT MEETINGS

2.1 At all times the chairman of the Board shall be notified in advance of all meetings of the Committee and may be in attendance at the relevant meetings, provided that he shall not be in attendance when his own remuneration package/benefits are being discussed.

2.2 The quorum of a meeting of the Committee shall be two members of the Committee, both of whom must be INEDs.

2.3 Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

2.4 The company secretary of the Company shall be the secretary of the Committee who should, where possible, attend all meetings of the Committee.

2.5 The chairman of the Board and/or any executive Director shall be, where appropriate, invited by the Committee to attend the meetings of the Committee.

### 3. NOTICE OF MEETINGS

Unless notice is waived by all of the members of the Committee, notice of meetings shall be given to all members of the Committee at least seven days before the meeting.

### 4. FREQUENCY OF MEETINGS

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

\* For identification purpose only

## **5. COMMITTEE'S RESOLUTIONS**

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

## **6. AUTHORITIES**

- 6.1 The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.
- 6.2 The Committee is authorised by the Board, and at the expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary.
- 6.3 The Committee is to be provided with sufficient resources to perform its duties.
- 6.4 Members of the Committee will be entitled to request from the Company and its directors, employees, auditors and advisers all such information as they may reasonably require in order to be able to perform their duties as members of the Committee and, upon receipt of a request for any such information from them, the Company will use its reasonable endeavours to procure that such information is provided to them promptly.

## **7. DUTIES**

The duties of the Committee shall be:

- 7.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 7.2 to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- 7.3 to assess the independence of INEDs;
- 7.4 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;
- 7.5 to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- 7.6 where the Board proposes a resolution to elect an individual as an INED at the Company's general meeting, to ensure that it is set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Directors believe he should be elected and the reasons why they consider him to be independent;
- 7.7 to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and

7.8 to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

**8. REPORTING PROCEDURES**

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the company secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

**9. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the respective websites of The Stock Exchange of Hong Kong Limited and the Company.

**10. LANGUAGE**

In the event of inconsistency, the English text of these terms of reference shall prevail over the Chinese text.