



**LI NING COMPANY LIMITED**  
**李寧有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2331)

**Terms of Reference of Nomination Committee**

(Approved by the Board on 20 June 2005 and  
amended by the Board on 28 August 2007 and 9 December 2011)

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***Definitions***

- “the Board” shall mean the board of directors of Li Ning Company Limited
- “the Committee” shall mean the nomination committee of Li Ning Company Limited
- “the Company” shall mean Li Ning Company Limited
- “the Group” shall mean Li Ning Company Limited and its subsidiaries
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***1. Constitution***

- 1.1 The Committee shall be appointed by the Board and shall consist of not less than three members.
- 1.2 The chairman of the Committee shall be appointed by the Board among the members of the Committee.
- 1.3 The Company Secretary of the Company shall be the secretary of the Committee. The secretary shall attend all meetings of the Committee and prepare minutes, as well as attend to all administrative matters of the Committee.

***2. Meetings***

- 2.1 The Committee shall meet at least once a year and at such times as the work of the Committee demands.
- 2.2 The quorum for a meeting of the Committee shall be two members.

2.3 Proceedings of the Committee's meetings shall be governed by the Company's Articles of Association.

2.4 Only members of the Committee have the right to attend meetings of the Committee. Other executives of the Group, including the Chairman, the Chief Executive Officer and the Chief Financial Officer of the Company may be invited to attend any meeting of the Committee, as and when appropriate.

### 3. *Duties*

3.1 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 Group's corporate strategy.

3.2 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.

3.3 To assess the independence of independent non-executive directors of the Company.

3.4 To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular, the chairman, the chief executive officer and the chief financial officer of the Company.

3.5 To regularly review the time required from a director to perform his responsibilities to the Company, and whether each director is spending sufficient time as required.

3.6 To do such tasks that may be prescribed by the Board from time to time.

### 4. *Authority*

4.1 The Committee is authorised to request for any information from any employee of the Group as is necessary for the Committee to perform its duties.

4.2 The Committee is authorised to seek independent professional advice in order to discharge its duties and all related expense shall be borne by the Company.

### 5. *Reporting Responsibilities*

The chairman of the Committee shall report to the Board all matters discussed at each meeting of the Committee. Minutes and reports of the meetings of the Committee shall be circulated to all members of the Board.