



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0124)

Terms of Reference of Nomination Committee

Formation

The Nomination Committee (the “Nomination Committee”) was set up by the board of directors (the “Board”) of the Company (formerly known as KINGWAY BREWERY HOLDINGS LIMITED) on 8 March 2012.

Purpose

The Nomination Committee is to identify, screen and recommend to the Board appropriate candidates to serve as directors of the Company, to review the structure, size and composition of the Board and make recommendation to the Board on nomination of directors.

Composition and Quorum

The Nomination Committee shall be appointed by the Board. A majority of the Nomination Committee members should be independent non-executive directors.

Members : The Nomination Committee shall consist of not less than 3 members.

Quorum : 2

The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of Directors.

The Chairman of the Nomination Committee shall be appointed by the Board and shall be the Chairman of the Board or an independent non-executive director.

Attendance at meeting

The Company Secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

The Chairman of the Nomination Committee or another member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

Frequency of meetings

Meetings shall be held not less than once a year. The Chairman of the Nomination Committee may convene additional meetings at his discretion.

Reporting Procedures

The Nomination Committee is required to report back to the Board on their decisions and recommendations as and when appropriate and at least once annually.

Authority

1. The Nomination Committee is authorised by the Board to seek any information it requires from any officer or employee of the Company and all officers or employees are directed to co-operate with any request made by the Nomination Committee.
2. The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice if it considers it necessary and to secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this to be necessary.

Duties

The duties of the Nomination Committee shall be:

1. To review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

2. To assist the Board in the development and review of the Board's diversity policy and directors' nomination policy, as appropriate; and review the measurable objectives for the implementation of the Board's diversity policy and monitor progress towards the achievement of such.
3. 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.
4. To assess the independence of independent non-executive directors.
5. To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer.
6. To consider other topics, as defined by the Board.

(These Terms of Reference were amended and adopted by the Board of the Company on 26 March 2019.)