

**CHINA RESOURCES LAND LIMITED**  
(the “Company”)

**Terms of Reference for Corporate Governance Committee**

**Constitution**

The board of directors of the Company (the “**Board**”) has established a committee known as the corporate governance committee (the “**Committee**”).

**Membership**

The members shall be appointed by the Board from amongst directors of the Company, and shall consist of not less than three members, a majority of whom should be independent non-executive Directors.

The chairman of the Committee shall be appointed by the Board. In his absence, members present may elect any member to chair a Committee meeting.

The Committee meetings and proceedings are governed by the board of directors’ meeting procedural requirements of the Company’s Articles of Association.

**Attendance at meetings**

Only members of the Committee have the right to attend the Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate. The company secretary of the Company or his delegate or such other person appointed by the chairman of the Committee shall be the secretary of the Committee (the “**Secretary**”).

**Frequency of meetings**

Meetings shall be held at least once a year or as requested by the board of the Company, or the chairman of the Committee.

**Authority**

1. The Committee is authorized by the Board to investigate any activities within its terms of reference. It is authorized by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
2. The Committee is authorized by the Board to obtain legal or other professional advices from independent third parties, and to require the independent third parties with relevant experience and expertise to attend the Committee meeting, if necessary.

**Duties**

The corporate governance duties shall be:-

1. to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board.
2. to review and monitor the training and continuous professional development

of directors and senior management.;

3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements.;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors.;
5. To review the Company's compliance with the code on corporate governance practices and disclosure in the Corporate Governance Report.

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### **Reporting procedures**

The chairman of the Committee, in consultation with the other Committee members, should be responsible for drawing up and approving the agenda for each Committee meeting. The chairman, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting. The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary or his representative shall circulate the draft and final versions of the minutes and reports of the Committee to all members of the Committee for their comment and records within a reasonable time after each meeting. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.