

CHINA RESOURCES LAND LIMITED
(the “**Company**”)
Terms of Reference for Nomination Committee

(Adopted on 29 March 2013)
(Revised on 4 December 2018)

Constitution

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

Membership

The members shall be appointed by the Board from amongst the 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 and should be the chairman of the board or an independent non-executive director and in his absence, members whose is either the chairman of the Board or an independent non-executive director present may elect any member to chair a Committee meeting.

The Committee meetings and proceedings are governed by the Board’s 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 and procedures 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. The members of the Committee may adopt the procedures governing the convening of the Committee meetings, the means and procedures for passing resolutions at the Committee meetings. Two members shall form a quorum.

Authority

1. The Committee is authorized by the Board to deal with 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 duties of the Committee shall be:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. to develop and maintain a nomination policy for the board of directors, including the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates to become a director of the Company, and to review regularly and disclose in the Company's corporate governance report the policy and progress towards achieving the objectives under the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a wide range of candidates who are outside of the Board's circle and in accordance with the Company's diversity policy;
3. to develop and maintain a diversity policy for the board of directors, to review regularly the implementation of the measurable objectives under the policy, and to disclose the diversity policy (or a summary thereof), the measurable objectives and the progress towards achieving those objectives in the Company's corporate governance report;
4. to identify individuals suitably qualified to become Board members, assess the suitability and qualification of the candidates for directorship (including the perspectives, skills and experiences that the individual can bring to the Board and how the individual can promote the diversity of the Board), report to the Board on the assessment results, and select or make recommendations to the Board on the selection of individuals nominated for directorships;
5. to assess the independence of the independent non-executive directors, having regard to the requirements under the Listing Rules;
6. when identifying and nominating individuals to become independent non-executive directors, to assess whether and why such individuals can devote sufficient time to the Board if he/she will be holding his/her seventh or more listed company directorship; and
7. 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/managing director.

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 shall circulate the draft and final versions of the minutes and reports of the Committee to all members for their comments 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.