



**中國海外發展有限公司**  
**CHINA OVERSEAS LAND & INVESTMENT LTD.**  
*(incorporated in Hong Kong with limited liability)*  
**(Stock Code: 688)**

**NOMINATION COMMITTEE**

*(established on 15 March 2006)*

**TERMS OF REFERENCE**

***Constitution***

1. The board of directors of the Company (the "**Board**") has resolved to establish a Committee of the Board to be known as the Nomination Committee (the "**Committee**").

***Membership and Quorum***

2. The Committee 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 of the Company. A quorum shall be two members.
3. The chairman of the Committee shall be appointed by the Board who should be the chairman of the Board or an independent non-executive director of the Company.

***Secretary***

4. The company secretary of the Company shall be the secretary of the Committee (the "**Secretary**").

***Frequency of meetings***

5. Meetings shall be held not less than once a year.

***Notice of meetings***

6. Notice of meetings shall be given to all members of the Committee at least 7 days before the meeting.

***Casting vote***

7. In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

### ***Performance of Duties***

8. The Company should provide the Committee sufficient resources to perform its duties. The budget of such resources should be controlled and approved by the Board. Any additional resources which are not budgeted should be subject to further approval by the Board. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

### ***Duties***

9. The duties of the Committee shall include:
  - (a) 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;
  - (b) 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;
  - (c) to assess the independence of independent non-executive directors; and
  - (d) 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.

### ***Reporting procedures***

10. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.