



MODERN LAND (CHINA) CO., LIMITED

當代置業（中國）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1107)

(the “Company”)

NOMINATION COMMITTEE – TERMS OF REFERENCE

In compliance with the code provisions of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a nomination committee (the “**Committee**”) was established with these terms of reference adopted by the board of directors (the “**Board**”) of the Company on 14 June 2013 and amended on 12 June 2018.

1. Members

- 1.1 The Committee shall be established by the Board and not less than two-thirds of its members should be independent non-executive directors.
- 1.2 The Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Committee and appointed by the Board. The Committee must comprise at least three members, and the quorum necessary for the transaction of business of the Committee shall be two members.
- 1.3 The term of appointment of Committee members shall be determined by the Board at the appointment date; the term of each member should not exceed three years; members shall be eligible for re-election.

2. Secretary

- 2.1 The company secretary of the Company shall act as the secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualifications and experience to act as the secretary of the Committee.

3. Meeting

- 3.1 The Committee shall meet at least once a year. Additional meeting may be held if the Committee considers that is necessary.
- 3.2 Meetings can be attended in person or via electronic means including telephonic or videoconferencing.

- 3.3 Resolutions of the Committee shall be passed by more than half of the members of the Committee.
- 3.4 Resolutions in writing signed by all the members of the Committee shall be as valid and effectual as it had been passed at a meeting of the Committee duly convened and held.
- 3.5 Full minutes of Committee should be kept by a duly appointed secretary of the Committee. Draft and final versions of minutes of the meeting should be sent to all members of the Committee for their comment and record respectively within a reasonable time after the meeting.

4. Meeting Attendance

- 4.1 Upon the invitation from the Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the Committee can vote in a meeting.

5. Annual General Meeting

- 5.1 The chairman or chairlady of the Committee or (if absent) one other member of the Committee (must be an independent non-executive director) should attend the annual general meetings of the Company and handle the shareholders' enquiry on the activities and responsibilities relating to the Committee.

6. Duties and Powers

The Committee shall have the following duties and powers:

- 6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 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;
- 6.3 to identify and recommend suitably qualified senior management candidates to the Board, as a supplement to any related vacant positions;
- 6.4 to appropriately establish and review the Board Diversity Policy;
- 6.5 in performing duties, to consider the Board Diversity Policy with due regard for the benefits of diversity on the Board;
- 6.6 to assess the independence of independent non-executive directors;

- 6.7 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management; and
- 6.8 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider the individual to be independent.

7. Reporting

- 7.1 The Committee shall report to the Board after each of its meeting.

8. Authority

- 8.1 The Committee is authorised by the Board to request from employees of the Company to provide any information within the scope of its duties.
- 8.2 The Committee is authorised by the Board to obtain external independent professional advice and invite external advisers with relevant experience and expertise to attend meetings of the Committee if necessary, at Company's expense, in order to fulfill the responsibility of being a Committee member.
- 8.3 The Committee should be provided with sufficient resources to perform its duties.

9. Company Information

- 9.1 The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of the Stock Exchange and the Company.