



Poly Property Group Co., Limited

保利置業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00119)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Establishment and Objectives

1. The nomination committee (the “Committee”) is established by the board of directors (the “Board”) of Poly Property Group Co., Limited (the “Company”, together with its subsidiaries, the “Group”) with a view to:
 - (a) ensuring the Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business; the directors devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities; changes to the Board’s composition can be managed without undue disruption;
 - (b) including a balanced Board composition of executive and non-executive directors (the “Director(s)”) (including independent non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive Directors should be of sufficient calibre and number for their views to carry weight; and
 - (c) ensuring that there should be a formal, considered and transparent procedure for the appointment of new Directors. The Company shall set up plans for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.

Membership

2. The members of the Committee shall be appointed by the Board from among the Directors of the Company and shall be composed of a majority of independent non-executive Directors.
3. The chairman of the Committee (the “Chairman”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

Secretary

4. The company secretary of the Company shall act as the secretary of the Committee.

Proceedings and Frequency of Meetings

5. The Committee shall meet as and when necessary or at the request of any Committee member. The meetings and proceedings of the Committee shall be governed by the provisions of the articles of association of the Company for regulating the meetings and proceedings of the Board, provided that such provisions shall apply to the Committee and shall not be superseded by the rules imposed by the Board.
6. The Committee shall meet at least once a year; the Committee shall convene additional meetings if necessary for its work.

Authorization

7. The powers of the Committee are conferred by the Board, therefore the Committee is required to report its decisions or recommendations to the Board unless restricted by laws or regulatory requirements.
8. The Committee is granted the authority to require the management of the Group to provide support for the work of the Committee, and the Committee may independently and directly contact the senior management of the Group. The Committee may require any senior management or employee to attend meetings of the Committee or to respond promptly to questions raised by the Committee.
9. The Committee is authorised by the Board under the terms of reference to access any information it requires from any Director and employee of the Company to perform its

duties and to direct all relevant persons to cooperate with the Committee.

10. The Committee is provided with sufficient resources by the Company to perform its duties. The budget for such resources shall be monitored and approved by the Board. Where necessary, independent professionals may be appointed in the performance of its duties.
11. For the purposes of this document, "senior management" refers to the same persons referred to in the Company's annual report and is subject to disclosure pursuant to Appendix D2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Duties

12. The Committee shall:-
 - (a) 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) 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) assess the independence of independent non-executive Directors;
 - (d) make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors;
 - (e) when identifying, nominating and electing Directors, assess the perspectives, skills and experience that the individual can bring to the Board and how the individual contributes to the diversity of the Board;
 - (f) when identifying, nominating and electing independent non-executive Directors, if the individual will be holding his/her seventh (or more) listed company directorship, assess whether the individual would still be able to devote sufficient time to the Board;
 - (g) develop and maintain the nomination policy for Board members, including the nomination process and the Committee's procedures and criteria for selecting and recommending candidates to join the Board, and regularly review and disclose relevant policy in the

Company's Corporate Governance Report. The Committee shall ensure that the selection process is transparent and fair, and that it considers various candidates outside the Board's circle and in accordance with the Company's diversity policy; and

- (h) develop and maintain relevant policy on diversity of Board members, and regularly review the progress of the implementation of measurable objectives under the diversity policy, and disclose relevant diversity policy or a summary of the policy, measurable objectives and progress in achieving such objectives in the Company's Corporate Governance Report.

Reporting procedures

13. The Committee shall report to the Board on a regular basis. The full minutes of the Committee meetings shall be kept by the secretary of the Committee. The draft and final versions of the minutes of the meetings shall be sent to all Committee members for review within a reasonable time. At the next Board meeting following the Committee meeting, the Chairman shall report to the Board the deliberations and recommendations of the Committee. The Committee shall report to the Board at least once a year on the work and deliberation results of the Committee during the year.

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