



雅居樂

Agile Property Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

Terms of Reference for Nomination Committee

ADOPTED ON 13 DECEMBER 2006

FIRST UPDATED ON 16 DECEMBER 2011

SECOND UPDATED ON 15 AUGUST 2013

Terms of Reference for Nomination Committee

The board of directors (the "**Board**") of **AGILE PROPERTY HOLDINGS LIMITED** (the "**Company**") established Nomination Committee (the "**Committee**") and adopted these Terms of Reference in the meeting held on 13 December 2006 and amended in the meeting held on 16 December 2011 and 15 August 2013. The Committee's constitution and duties are set out below:-

1. Membership and Quorum

The members of the Committee shall be appointed by the Board, and the majority of which should be the independent non-executive directors of the Company and the Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two.

The Chairman of the Committee must be an independent non-executive director.

2. Attendance at Meetings and Secretary

Other members of the Board shall also have the right of attendance.

The company secretary of the Company shall be the secretary of the Committee and shall be responsible to record and keep the minutes of meetings of the Committee.

3. Frequency of Meetings

Meetings of the Committee shall be held not less than once a year.

4. Duties

The duties of the Committee shall include, but not be limited to the following:-

- (a) to review the diversity structure, size and composition (including but not limited to the gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the corporate strategy;

- (b) to identify individual suitably qualified to become Board member based on a range of diversity perspectives (including but not limited to gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and length of services) and select or make recommendations to the Board on the selection of, individual nominated for directorship;
- (c) to assess the independence of the independent non-executive directors;
- (d) to make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the executive directors; and
- (e) other matters as may be delegated by the Board.

5. Reporting Procedures

The secretary of the Committee shall circulate the relevant minutes of meetings of the Committee to all members of the Board.