

# **CHINA OVERSEAS PROPERTY HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2669)**

## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### ***1. Constitution***

The board of directors (the “Board”) of China Overseas Property Holdings Limited (the “Company”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “Committee”).

#### ***2. Membership***

2.1 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.

2.2 The chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an independent non-executive director.

#### ***3. Secretary***

The company secretary shall be the secretary of the Committee (the “Secretary”).

#### ***4. Meetings***

4.1 Meetings shall be held not less than once a year and may be convened by any member (the “Member”) or by the Secretary on the request of a Member.

4.2 Notice of regular meetings shall be given to all Members at least 14 days before the meeting and may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Committee may from time to time determine. For all other meetings, reasonable notice should be given.

4.3 For a regular meeting of the Committee, and as far as practicable in all other cases, an agenda and accompanying meeting papers should be sent, in full, to the Members. These should be sent in a timely manner and at least 3 days before the intended date of the meeting (or other agreed period).

4.4 A quorum shall be two Members. Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

4.5 Resolutions of the Committee at any meetings shall be passed by a simple majority of votes of the Members present.

4.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4.7 Proceedings of meetings of the Committee shall be governed by the provisions contained in the Articles of Association of the Company.

4.8 Draft and final versions of minutes of meeting of the Committee shall be sent to all Members for their comment and records respectively within a reasonable time after the meeting is held. Final version of minutes of meetings shall be kept by the Secretary and open for inspection by the Members and the Board.

4.9 At the invitation of the Committee, other members of the Board and any other persons may be invited to attend all or part of any meetings.

4.10 Only Members are entitled to vote at the meetings. In the case of an equality of votes, the Chairman of the Committee shall have the casting vote.

## ***5. Authority***

5.1 The Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates at the expense of the Company.

5.2 The Committee is authorised by the Board to conduct interviews with prospective candidates for nomination.

5.3 The Committee is authorised by the Board to seek any nomination-related information it requires from senior management of the Company in order to perform its duties.

5.4 The Committee is authorised by the Board to obtain independent legal or other professional advice, if necessary, to perform its duties and responsibilities at the expense of the Company.

5.5 The Committee shall be provided with sufficient resources to perform its duties.

## ***6. Duties, responsibilities and powers***

The duties, responsibilities and powers of the Committee shall be:

6.1 to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional and industry experience, skills, knowledge and length of service) 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 with consideration on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

6.3 to assess the independence of independent non-executive directors;

6.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer, taking into account the Company's corporate strategy and with due regard for the benefits of diversity on the Board;

6.5 to develop and review, from time to time as it considers appropriate, measurable objectives for achieving and improving diversity on the Board, and recommend them to the Board for consideration and adoption;

6.6 to review the progress on achieving the measurable objectives and disclose the review results in the Corporate Governance Report; and

6.7 to monitor the implementation of the Board Diversity Policy (the “Policy”), review the Policy, where necessary, to ensure the continued effectiveness of the Policy, and recommend any revisions of the Policy to the Board for consideration and approval.

### ***7. Reporting procedures***

The Committee shall report to the Board on a regular basis. The Chairman of the Committee shall report the findings and recommendations of the Committee, if any, at the next Board meeting following a meeting of the Committee. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

*Remark : “senior management” should refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under Appendix 16 to the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited.*

Date: 9 October 2015