

Gemdale Properties and Investment Corporation Limited
(“Company”)

Nomination Committee (“Committee”) – Terms of Reference

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (“**Board**”) and a majority of whom should be independent non-executive directors (“**INEDs**”) under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).
2. The Committee Chairman shall be appointed by the Board and should be the chairman of the board or an INED.

Attendance at meetings

3. The Chief Executive Officer shall normally attend the meetings. Other Board members shall also have the right of attendance. In addition, other individuals such as the Head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
4. The company secretary shall be the Committee secretary. In the absence of the company secretary in any meeting of the Committee, Committee shall appoint a nominee to act as the secretary of the meeting of the Committee.

Frequency and proceedings of meetings

5. The Committee should meet not less than once a year. Additional meetings should be held as the work of the Committee demands. The Committee Chairman may convene additional meetings at his/her discretion. Notice of the meetings shall be given to all Committee members.
6. The quorum for a meeting shall be two Committee members.
7. Proceedings of meetings of the Committee shall be governed by the provisions of the Company’s Bye-laws.

Authority

8. The Committee is to be provided with sufficient resources to perform its duties, including the resources for seeking independent professional advice, at the Company’s expense.

Duties, powers and functions

9. The Committee is:

- (a) 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;
- (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 review the Board diversity policy ("**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually;
- (d) to assess the independence of INEDs; and
- (e) 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 Committee should report to the Board on findings and recommendations of the Committee on a regular basis.
- 11. The Committee secretary should send the minutes of the Committee meetings to all Committee members for comment and records.

Annual General Meeting ("AGM")

- 12. The Committee Chairman shall attend the AGM and answer questions from shareholders at the AGM. In his/her absence, he/she should nominate another Committee member to attend and answer questions at the AGM.

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