



SHIMAO GROUP HOLDINGS LIMITED

世茂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 813)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Membership

- 1 The members of the Nomination Committee (the “**Committee**”) of Shimao Group Holdings Limited (the “**Company**”) shall be appointed by the board of directors of the Company (the “**Board**”) from time to time from among the directors of the Company (the “**Directors**”) and shall consist of not less than three members, a majority of whom should be independent non-executive Directors, with at least one member of a different gender.
- 2 The Board shall designate one of the members as the chairman of the Committee.

Frequency and proceedings of meetings

- 3 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 4 The chairman of the Committee may convene additional meetings at his or her discretion.
- 5 The quorum of a meeting shall be two members of the Committee.
- 6 Proceedings of the meetings of the Committee shall be governed by the provisions of Article 118 of the articles of association of the Company.

Duties, powers and functions

- 7 The Committee shall:—
 - 7.1 review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, required expertise, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

- 7.2 review the policy for the diversity of the Board and the measurable objectives that the Board has set for implementing such Policy and the progress on achieving the objectives, as appropriate;
 - 7.3 develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for directorship for the Board's approval;
 - 7.4 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
 - 7.5 assess the independence of independent non-executive Directors;
 - 7.6 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;
 - 7.7 support the Company's regular evaluation of the Board's performance;
 - 7.8 review and assess each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively;
 - 7.9 do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - 7.10 conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.
- 8 The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting procedures

- 9 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.