

MIDEA REAL ESTATE HOLDING LIMITED

美的置業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(the “**Company**”)

(“**公司**”)

TERMS OF REFERENCE

OF THE NOMINATION COMMITTEE

REVISED AND ADOPTED BY THE BOARD ON 1 JANUARY 2019

董事會於 2019 年 1 月 1 日修訂及採納的提名委員會職權範圍

1. Membership

成員

- (a) The nomination committee of the Company (the “**Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”) and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company (“**INEDs**”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Exchange**”) (the “**Listing Rules**”) as amended from time to time.

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A.5.1

公司提名委員會（“**委員會**”）須由公司董事會（“**董事會**”）委任。委員會必須由不少於三名成員組成，且委員會的成員必須以公司的獨立非執行董事（“**獨立非執行董事**”）佔過半數。委員會的組成必須遵守香港聯合交易所有限公司（“**聯交所**”）證券上市規則（“**上市規則**”）不時更新的要求。

- (b) The chairman of the Committee shall be a member of the Committee appointed by the Board, and should either be the chairman of the Board or an INED.

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A.5.1

委員會的主席必須由董事會委任的委員會成員擔任，並必須為董事會主席或一名獨立非執行董事。

2. Attendance at Meetings

出席會議

- (a) The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.

委員會會議的法定人數為兩人，其中一人必須為獨立非執行董事。

- (b) At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee in advance.

在任何時候，委員會成員必須獲通知並被邀請出席委員會的所有會議。

- (c) The company secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

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公司秘書是委員會的秘書，而其必須出席委員會的所有會議。

- (d) Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

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A.1.7
Note

委員會的成員可以透過電話會議或其他通訊設備參加委員會會議，而透過該設備令參與會議的所有人應能夠聽見對方。根據本條款所述方式參加會議的人士將構成以個人方式參加該會議。

3. Frequency and Proceedings of Meetings

會議的次數及程序

- (a) Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.

委員會會議應每年召開不少於一次。委員會的主席或任何兩名委員會成員可以在其認為有需要時要求召開委員會會議。在收到該要求後，委員會秘書必須在合理、切實和可行的範圍內及方便所有成員的情況下盡快召開有關會議。

- (b) Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least 7 days' prior notice.

除非委員會的所有成員一致同意，否則，會議只能在至少 7 天通知的情況下召開。

4. Committee's Resolutions

委員會的決議

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

經委員會的所有成員簽署的書面決議，有如該決議是於委員會會議上通過具有同等效力。該決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。該決議可以透過傳真或其他電子通訊方式簽署及傳閱。本條文不得違反上市規則任何有關董事會或委員會會議的舉行之規定。

5. Authorities

授權

- (a) The Committee is authorized by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

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D.2.1

委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

- (b) The Committee is authorized by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure the attendance of other persons with relevant experience and expertise in the meetings of the Committee if it considers this necessary.

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A.5.4

委員會已獲董事會授權，如委員會認為有需要，可由公司支付合理的費用向外界尋求法律或其他獨立專業意見及確保具備相關經驗及專業知識的外界人士出席會議。

- (c) The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the Committee shall be provided upon request and the role and function of the Committee shall be explained in the Corporate Governance Report in the annual report of the Company.
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委員會應在公司及聯交所網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。委員會的職權範圍必須在有人提出要求時提供，並在公司年報中的《企業管治報告》中解釋委員會的角色及職能。

- (d) The Committee shall be provided with sufficient resources to perform its duties.
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委員會應獲供給充足資源以履行其職責。

- (e) Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
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A.5.5

- the process used for identifying the individual and why they believe the individual should be elected and the reasons why they consider the individual to be independent;
- if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- their perspectives, skills and experience that the individual can bring to the Board; and
- how the individual contributes to diversity of the Board.

若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及/或說明函件中，應該列明：

- 用以物色該名人士的流程、董事會認為應選任該名人士的理由

以及他們認為該名人士屬獨立人士的原因；

- 如果候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
- 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
- 該名人士如何促進董事會成員多元化。

6. Duties 職責

The duties of the Committee shall be:
委員會的職責必須是：

- (a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and education 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 complement the Company's corporate strategy;

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A.5.2 (a)

至少每年檢討董事會的架構、人數、組成及成員多元化（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面），並就任何為配合公司的企業策略而擬對董事會作出的變動提出建議；

- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships. 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;

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A.5.2 (b)

物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。委員會物色合適人選時，應考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益；

- (c) to assess the independence of independent non-executive directors;

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A.5.2 (c)

評核獨立非執行董事的獨立性；

- (d) 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;

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A.5.2 (d)

就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；

- (e) to determine the policy, procedures and criteria for the nomination of directors, and to review periodically and disclose in the Corporate Governance Report annually the policy and progress made towards achieving the objectives set in the policy;

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L(d)(ii)

為董事的提名釐定政策、程序和標準，以及定期審議及每年在公司的《企業管治報告》內披露政策和達致政策中所制定的目標的進度；

- (f) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;

進行任何使委員會能履行董事會賦予委員會的權力和功能的事情；

- (g) to conform with 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 the Listing Rules or applicable law; and

遵守董事會不時發出的要求、指引及規則或公司的內部憲法或上市規則或任何適用的法律；及

- (h) to review the diversity policy of the Board, as appropriate, to review the measurable objectives that the Board has set for implementing the diversity policy of the Board and the progress of achieving the objectives, and to make disclosure of its review results in the Corporate Governance Report annually.

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L(d)(ii)

在適當情況下檢討董事會成員多元化政策，及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度，以及每年在《企業管治報告》內披露檢討結果。

7. Reporting Procedures

報告程序

- (a) The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

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D.2.2

委員會應向董事會匯報其決定或建議，除非該等委員會受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。在委員會的會議／書面決議之後的下一個董事會，公司秘書應向董事會呈交委員會會議紀錄／書面決議的副本。該會議紀錄／書面決議應訂明委員會的調查結果、建議及決定。

- (b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings of the Committee shall be sent to all members of the Committee for their comment and records within 21 days after the meeting is held.

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委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後 21 天內先後發送委員會全體成員，初稿供成員表達意見，最後定稿則作其紀錄之用。

- (c) The Committee shall make available the chairman of the Committee (or in his/her absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about issues.

App 14-
E.1.2

委員會應安排委員會主席（若委員會主席未能出席，則至少一名委員會成員）出席股東週年大會，並在會上回答股東有關的提問。

8. Revision of the Terms of Reference

職權範圍的更新

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. Any amendment to these terms of reference shall be by way of resolution of the Board of the Company and shall

be in full compliance with the Listing Rules and any other regulatory requirements.

當有需要時，本職權範圍應就環境及法定要求（如上市規則等）的變更而作出更新及修改。任何對此職權範圍之修改，須由公司董事會通過決議，有關修改須完全符合上市規則及其他監管要求。