

Springland International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1700)

Nomination Committee

Terms of Reference

1 Objective

The Nomination Committee of Springland International Holdings Limited (the “Company”) is to assist the board of directors of the Company (the “Board”) to formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy.

2 Membership

- 2.1 All members of the Committee (the “Members”) shall be appointed by the Board. The Committee shall comprise a minimum of three Directors.
- 2.2 The majority of the Members shall be Independent Non-executive Directors.
- 2.3 The chairman of the Committee (the “Chairman”) shall be appointed by the Board and the Chairman should be the Chairman of the Board or an independent non-executive Director.
- 2.4 The appointments to the Committee shall be for a period of three years, which may be extended for two further three-year periods provided that the majority of the Members remain independent.
- 2.5 The secretary of the Committee should be the Company Secretary or a person who is appointed by the Committee.

3 Authority

- 3.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 3.2 The Committee is authorised to seek independent professional advice, at the Company’s expense, to perform its responsibilities. The Company should provide the Committee sufficient resources to perform its duties.

4 Duties and functions

4.1 The duties of the Committee shall be:

- 4.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
- 4.1.2 give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- 4.1.3 be responsible for identifying and nominating for the approval of the Board, candidates suitably qualified to fill board vacancies as and when they arise and making recommendations to the Board on the selection of individuals nominated for directorships;
- 4.1.4 before appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - (a) use open advertising or the services of external advisers to facilitate the search;
 - (b) consider candidates from a wide range of backgrounds; and
 - (c) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 4.1.5 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 4.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 4.1.7 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

- 4.1.8 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings; and
- 4.1.9 assess the independence of independent non-executive directors.
- 4.2 The Committee shall also make recommendations to the Board concerning:
 - 4.2.1 formulating plans for succession for Directors and in particular for the key roles of chairman and chief executive of the Company (but see 3.2.9 below);
 - 4.2.2 selection of individuals nominated for directorships;
 - 4.2.3 suitable candidates for the role of senior independent Director;
 - 4.2.4 membership of the Audit and Remuneration Committees of the Company, in consultation with the chairmen of those committees;
 - 4.2.5 the re-appointment of any Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 4.2.6 the continuation (or not) in service of any Director who has reached the age of 70;
 - 4.2.7 the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's articles of association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 4.2.8 any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract;
 - 4.2.9 the appointment of any Director to executive or other office other than to the positions of chairman and chief executive officer of the Company, the recommendation for which would be considered at a meeting of the full board; and
 - 4.2.10 other relevant matters relating to the appointment or re-appointment of Directors.

5 Meetings and proceedings

Frequency

- 5.1 The Committee shall meet at least once a year. Additional meetings may be held as and when the Chairman shall see fit.

Notice

- 5.2 Meeting of the Committee shall be summoned by the secretary of the Committee at the request of the Chairman. Unless otherwise agreed, notice of each meeting of the Committee, shall be forwarded to each Member, any other person required to attend and all other non-executive Directors, no later than 5 working days before the date of the meeting.

Quorum

- 5.3 The quorum of the Committee shall be any two Members both of whom must be independent non-executive Directors.

Attendance

- 5.4 Only Members have the right to attend Committee meetings. However, other individuals such as the chief executive officer of the Company, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 5.5 The Chairman shall attend the annual general meeting of the Company prepared to respond to any shareholder's questions on the Committee's activities.

Minutes

- 5.6 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 5.7 Minutes of Committee meetings shall be circulated promptly to all Members and the chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.
- 5.8 A resolution in writing signed by all the Members shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

6 Reporting Responsibilities

- 6.1 The Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 6.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.3 The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

7 Availability and update of the terms of reference

- 7.1 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.
- 7.2 These terms of reference or its updated and revised versions should be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited.
- 7.3 These terms of reference shall be available upon request by shareholders of the Company.