



CHAODA MODERN AGRICULTURE (HOLDINGS) LIMITED 超大現代農業（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 682)

Nomination Committee Terms of Reference

CHAPTER 1 - COMPOSITION AND STRUCTURE

1 Constitution

The board (the “Board”) of directors of Chaoda Modern Agriculture (Holdings) Limited (the “Company”) hereby constitutes and establishes a nomination committee (the “Nomination Committee”) with authority and duties as described below.

2 Membership

- 2.1 Members of the Nomination Committee shall be appointed by the Board and shall be made up of at least 3 members, a majority of whom shall be independent non-executive directors.
- 2.2 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director. In the absence of the Nomination Committee Chairman and/or an appointed deputy at a meeting, the remaining members present shall elect one of themselves to chair the meeting.
- 2.3 The appointment of the members of the Nomination Committee may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board and by the Nomination Committee. An appointment of Nomination Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3 Secretary

The Company Secretary of the Company or his/her nominee shall act as the Secretary of the Nomination Committee.

CHAPTER 2 - RULES AND REGULATIONS

4 Quorum of Meetings

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

5 Notice of Meetings

5.1 Meetings of the Nomination Committee shall be summoned by the Secretary of the Nomination Committee at the request of any of its members.

5.2 Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, any other person(s) required to attend and all other non-executive directors, no later than three working days before the date of the meeting (the "Notice Period"), unless all members of the Nomination Committee unanimously waive such notice. Supporting papers shall be sent to the Nomination Committee members and to other attendees as appropriate, at the same time.

Reasonable notice shall be given, as far as practicable, in writing or by telephone or in such other manner as the Nomination Committee may from time to time determine. Any member of the Nomination Committee may waive notice of any meeting either prospectively or retrospectively.

5.3 For the purpose of paragraph 5.2, irrespective of the length of notice being given, attendance of a meeting of the Nomination Committee by a member shall be deemed waiver of the requisite length of notice by the member.

6 Frequency of Meetings

The Nomination Committee shall meet at least once a year and at such other times as the Chairman of the Nomination Committee or any other members of the Nomination Committee shall require.

7 Proceedings of Meetings

7.1 Members of the Nomination Committee may participate in any meeting of the Nomination Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participants were present in person.

- 7.2 Every matter shall be determined by a majority of votes of the members of the Nomination Committee present. Each member shall have one vote on the matter discussed or issue arising at any meeting, provided that no member shall vote on any matter which would constitute a conflict of interest. In case of equality of votes, the Nomination Committee Chairman shall have a second or casting vote.
- 7.3 Meetings of the Nomination Committee shall be attended by members of the Nomination Committee and the Secretary of the Nomination Committee. Members of the Nomination Committee may invite such person as they think fit, to attend and speak (but not to vote) at a meeting of the Nomination Committee.
- 7.4 If a member of the Nomination Committee has a conflict of interest in any matter to be considered by the Nomination Committee, the Secretary shall ensure that such matter shall be dealt with by a physical meeting rather than a written resolution and the affected member shall not be counted in the quorum present at that meeting of the Nomination Committee.
- 7.5 A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if a resolution had been passed at a meeting of the Nomination Committee duly convened and held.

8 Minutes of Meetings

- 8.1 The Secretary of the Nomination Committee shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.
- 8.2 Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all members of the Nomination Committee for their comment and records respectively in both cases within a reasonable time after the meeting.
- 8.3 Full minutes of the Nomination Committee shall be kept by the Secretary of the Nomination Committee and such minutes shall be open for inspection at any reasonable time on reasonable notice by any director.

CHAPTER 3 - AUTHORITY AND DUTIES

9 Authority

The Nomination Committee is authorised by the Board to:

- 9.1 make full use of intermediary agencies for identifying qualified director candidates, and commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to assist it in fulfilling its duties at the Company's expense;
- 9.2 conduct interviews with prospective candidates for nomination;
- 9.3 where necessary, seek independent professional advice, at the Company's expense, to perform its responsibilities;

- 9.4 review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendations to the Board any changes it considers necessary; and
- 9.5 exercise such powers as the Committee may consider necessary and expedient, and be provided by the Company with sufficient resources, to perform its duties under section 10 below so that such duties can be properly discharged by the Committee.

10 Duties

The duties of the Committee shall be:

- 10.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 10.2 to identify, nominate and recommend to the Board for its consideration and approval suitably qualified candidate to become a director of the Company either to fill a casual vacancy or as an addition to the existing Board;
- 10.3 to assess the independence of independent non-executive directors; and the continuation (or not) in service of any independent non-executive director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote on the resolution approving the re-election of such independent non-executive director;
- 10.4 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;
- 10.5 to assess and report to the Board the qualifications of any person proposed by a shareholder of the Company for election as a director of the Company to ensure the requirements as provided in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") are satisfied;
- 10.6 to make recommendations to the Board on the removal of a director;
- 10.7 (if necessary) to conduct exit interview with any director upon his or her resignation in order to ascertain the reasons for his or her departure;
- 10.8 to make recommendations to the Board concerning membership of the Audit Committee and the Remuneration Committee, in consultation with the respective chairmen of those committees;
- 10.9 to review the policy concerning diversity of the Board and the measurable objectives for implementing such policy, as appropriate, to ensure its effectiveness from time to time, to review the progress on achieving these objectives; and to make disclosure of its review results in the corporate governance report for incorporation in the annual report of the Company;

- 10.10 to review and monitor the training and continuous professional development of directors; and
- 10.11 to consider other matters, as defined or assigned by the Board from time to time.

CHAPTER 4 - OTHER MATTERS

11 Annual General Meeting

The Chairman of the Nomination Committee (or if he/she is not able to attend, his/her delegate who must be a member of the Nomination Committee) shall attend the annual general meeting of the Company and be prepared to respond to any shareholder of the Company question(s) on the Nomination Committee's activities.

12 Language

This document is drawn up in both English language and Chinese language. If there is any inconsistency between the English version and the Chinese version of this document, the Chinese language text shall prevail.

13 Publication of these terms of reference

A copy of the terms of reference should be made available on the websites of the Company and the Stock Exchange respectively.

Adopted by the Board on 13 April 2015