



LI NING COMPANY LIMITED
李寧有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2331)

Terms of Reference of Nomination Committee

(Approved by the Board on 20 June 2005 and
amended by the Board on 28 August 2007, 9 December 2011 and 4 July 2012)

Definitions

“the Board”	shall mean the board of directors of Li Ning Company Limited
“the Committee”	shall mean the nomination committee of Li Ning Company Limited
“the Company”	shall mean Li Ning Company Limited
“the Group”	shall mean Li Ning Company Limited and its subsidiaries
“the Senior Management”	shall mean members of the senior management of the Company as determined by the Board from time to time

1. Constitution

- 1.1 The Committee shall be appointed by the Board and shall consist of not less than three members.
- 1.2 The chairman of the Committee shall be appointed by the Board among the members of the Committee.
- 1.3 The Company Secretary of the Company shall be the secretary of the Committee. The secretary shall attend all meetings of the Committee and prepare minutes, as well as attend to all administrative matters of the Committee.

2. Meetings

- 2.1 The Committee shall meet at least once a year and at such times as the work of the Committee demands.
- 2.2 The quorum for a meeting of the Committee shall be two members.

2.3 Proceedings of the Committee's meetings shall be governed by the Company's Articles of Association.

2.4 Only members of the Committee have the right to attend meetings of the Committee. Other Board members and executives of the Group may be invited to attend any meeting of the Committee, as and when appropriate.

3. *Duties*

3.1 To formulate nomination policies of Board members and the Senior Management for the Board and execute the Board's approved implementation policies.

3.2 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 Group's corporate strategy.

3.3 To evaluate the structure and organisational strategy of the Group and to assess and identify the appropriate staffing for the Senior Management, including the evaluation of reporting lines, responsibilities and job scopes, and coordination across different functions within the Group.

3.4 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.

3.5 To direct and make recommendation to the Board on the identification and employment of the Senior Management, including recommendation of candidates already under the employment of the Group.

3.6 To regularly review and report to the Board relating to the performance and suitability of the Senior Management to ensure that they are consistent with the employment terms and performance goals and to make recommendations to the Board for the re-appointment or replacement of any Senior Management.

3.7 To assess the independence of independent non-executive directors of the Company.

3.8 To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular, the chairman, the chief executive officer and the chief financial officer of the Company.

3.9 To regularly review the time required from a director to perform his responsibilities to the Company, and whether each director is spending sufficient time as required.

3.10 To do such tasks that may be prescribed by the Board from time to time.

4. *Authority*

4.1 The Committee is authorised to request for any information from any employee of the Group as is necessary for the Committee to perform its duties.

4.2 The Committee is authorised to seek independent professional advice in order to discharge its duties and all related expense shall be borne by the Company.

5. *Reporting Responsibilities*

The chairman of the Committee shall report to the Board all matters discussed at each meeting of the Committee. Minutes and reports of the meetings of the Committee shall be circulated to all members of the Board.