

LVGEM (China) Real Estate Investment Company Limited
(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
(the “Committee”)

1. Membership

- 1.1 The Committee shall consist of not less than three members, appointed by the board (the “Board”) of directors (the “Directors”) of the Company, with the majority being independent non-executive Directors and at least one of whom shall be different gender.
- 1.2 The Chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an independent non-executive Director. In the absence of the Chairman of the Committee, the remaining members present shall elect one of the members to chair the meeting.
- 1.3 The Company Secretary of the Company shall be the secretary of the Committee.
- 1.4 The Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Committee.

2. Frequency and proceedings of meetings

- 2.1 The Committee shall meet at least annually. Additional meetings should be held as and when the work of the Committee demands.
- 2.2 The Chairman of the Committee may convene additional meetings at his discretion.
- 2.3 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Committee. Notwithstanding the notification period, the attendance of the member of the Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
- 2.4 The quorum of a meeting shall be two members of the Committee, one of whom must be an independent non-executive director.

- 2.5 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 2.6 Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company (as amended from time to time).
- 2.7 Resolutions of the Committee shall be passed by more than half of the members.
- 2.8 A resolution passed and signed by all members of the Committee is valid, and the validity is the same as any resolution passed in the meeting held.

3. Attendance of meetings

- 3.1 At the invitation by the Committee, the chairman of the Board and/or the chief executive, external consultant and other persons may attend all or part of any meetings.
- 3.2 Only the Committee members are entitled to vote at the meetings.

4. Annual general meetings

- 4.1 The Chairman of the Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder's questions on the Committee's activities and responsibilities. If the Chairman of the Committee is unable to attend, a member of the Committee (who must be an independent non-executive Director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder's questions on the Committee's activities and responsibilities.

5. Duties

The duties of the Committee shall include, but not be limited to the following: –

- 5.1 to review the structure, size and composition (including the skills, knowledge and experience) 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;

- 5.2 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 on merits and against objective criteria, with due regard for the benefits of diversity on the Board;
- 5.3 to assess the independence of independent non-executive Directors;
- 5.4 to review the board diversity policy, as appropriate; and review the measurable objectives that the Board has set for implementing the board diversity policy and the progress on achieving the objectives; and make disclosures of a summary of the board diversity policy in the corporate governance report of the Company annually;
- 5.5 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;
- 5.6 to review the Nomination Policy of the Company and to make disclosure of the summary of the Nomination Policy in the annual report of the Company annually;
- 5.7 to make recommendations to the board that 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:
 - (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (b) 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;
 - (c) the perspectives, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.
- 5.8 to support the Company's regular evaluation of the Board's performance;

- 5.9 to review and assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account the factors as required by the Listing Rules;
- 5.10 to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- 5.11 to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles of Association of the Company or imposed by law.

6. Reporting Procedures

- 6.1 Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all Committee members for their comments and records within a reasonable time after the meeting.
- 6.2 The Committee should report to the Board on a regular basis on its decisions or recommendations.
- 6.3 At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

7. Authority

- 7.1 The Committee shall have the right to request the management of the Company to furnish any information it requires to perform its duties.
- 7.2 The Committee should have access to independent professional advice, at the expense of the Company, to fulfill its responsibilities.

Note: Arrangement to seek independent professional advice may be made through the company secretary.

- 7.3 The Committee shall be provided with sufficient resources to enable it to perform its duties.

If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.
