

COASTAL 沿海
COASTAL GREENLAND LIMITED
沿海綠色家園有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 01124)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The board of directors (“Board”) of Coastal Greenland Limited (“Company”) adopted the following terms of the Nomination Committee (“Committee”) on 30 March 2012.

1. Membership

- (a) The Committee shall consist of at least three directors of the Company from time to time. The majority of the members of the Committee should be independent non-executive directors.
- (b) The Board shall designate one of the members who shall either be the chairman of the Board or an independent non-executive director as the Chairman of the Committee.
- (c) The Company Secretary shall act as the secretary of the Committee.

2. Frequency and proceedings of meetings

- (a) The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
- (b) In addition, the Committee’s Chairman may convene additional meetings at his discretion.
- (c) The quorum of a meeting shall be three Committee members, two of whom shall be independent non-executive directors.

3. Duties, powers and functions

The Committee shall –

- (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy; and
- (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company’s corporate strategy;

- (ii) identify and nominate candidates to fill casual vacancies of directors for the Board's approval;
 - (iii) assess the independence of independent non-executive directors;
 - (iv) regularly review the time required from a director to perform his responsibilities;
 - (v) make recommendations to the Board on relevant matters relating to the succession planning for the chairman, the chief executive as well as the senior management; and
 - (vi) do any such things to enable the Committee to discharge its power and functions conferred on it by the Board.
- (c) The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

4. Reporting Procedures

The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

* For identification purpose only