



CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8153)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Constitution

1. The Board of Directors of Code Agriculture (Holdings) Limited (the “Company”) (the “Board”) hereby constitutes and establishes a Committee of the Board to be known as the Nomination Committee with authority and duties as described below.

Membership

- 2 The Nomination Committee members (the “members”) shall be appointed by the Board and the Nomination Committee shall consist of not less than three (3) members.
- 3 The majority of the members shall be independent non-executive directors of the Company.
- 4 The chairman of the Nomination Committee shall be appointed by the Board who must be either the chairman or an independent non-executive director of the Board.

Frequency and proceedings of meetings

- 5 The Nomination Committee shall meet at least annually. Additional meetings shall be held as the work of the Nomination Committee demands.
- 6 Notice of any Nomination Committee meetings has to be given five (5) days prior to any such meeting being held, unless all members unanimously waive such notice.
- 7 The quorum for meetings of the Nomination Committee shall be two (2) members.
- 8 Only members have the right to vote at the Nomination Committee meetings. Resolutions of the Nomination Committee shall be passed by a majority of votes which could also be passed by way of unanimous written resolutions.
- 9 The Nomination Committee meeting can be held in person, by telephone or by video conference.

Authority

- 10 The Nomination Committee is authorized by the Board:
- (a) to deal with all matters in relation to the appointment of members of the Board, including making recommendation to the Board for such steps to be taken to comply with relevant requirements under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”);
 - (b) to seek any relevant information it requires from senior management of the Company to perform its duties;
 - (c) to obtain, at the Company’s expenses, independent professional advice or to secure assistance from external parties with relevant experience and expertise where it considers necessary.

Attendance

- 11 As necessary or desirable, the chairman of the Nomination Committee may request the management be present at meetings of the Nomination Committee.

Duties

- 12 The Nomination Committee shall have the following duties:
- (a) 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;
 - (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individual nominated for directorship;
 - (c) to assess the independence of the independent non-executive Directors;
 - (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chairman and chief executive officer;
 - (e) to do any such thing to enable the Committee to discharge its powers and functions conferred on it by the Board.

Secretary

- 13 The Company Secretary or his nominee shall act as the Nomination Committee’s Secretary.

Reporting responsibilities and procedures

- 14 Minutes of the Nomination Committee meetings shall be kept by the Nomination Committee's Secretary and shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting.
- 15 The Nomination Committee's Secretary shall circulate the minutes or reports (if any) of the Nomination Committee meetings to all members of the Board.
- 16 The Nomination Committee shall report directly to the Board on its decisions and recommendations.

Availability and Update of the terms of Reference

- 17 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements in Hong Kong.

Adopted on 29th March 2012.