

SINO GOLF HOLDINGS LIMITED (THE “COMPANY”)

NOMINATION COMMITTEE

TERMS OF REFERENCE

Constitution

1. The Board resolved to establish a Committee of the Board known as the Nomination Committee on 22 February 2012.

Membership

2. The Nomination Committee shall be appointed by the Board and its members composed of a minimum of three members. The majority of Nomination Committee members shall be independent non-executive Directors of the Company.
3. Each appointment to the Nomination Committee shall be for a period of up to three years.

Chairman

4. The Board shall appoint the chairman of the Nomination Committee who shall either be the chairman of the Board or an independent non-executive Director. The chairman has the responsibility of liaising with the Board.
5. The chairman shall chair the meetings of the Nomination Committee.
6. In the absence of the chairman of the Nomination Committee, the remaining members present shall elect one of themselves to chair the meetings of the Nomination Committee.

Quorum and voting of meetings

7. The quorum necessary for the transaction of business shall be two members. If only two members are in attendance, then both members shall be independent non-executive Directors. If more than two members are in attendance, then a majority of the members shall be independent non-executive Directors.
8. Questions arising in any meetings shall be decided by a simple majority of votes.

Attendance at meetings

9. The Nomination Committee members may attend meetings of the Nomination Committee either in person or through other electronic means of communication (if made available by the Company). Should any member of the Nomination Committee wish to attend a meeting through electronic communications, prior arrangements shall be made with the secretary of the Nomination Committee.
10. The Chairman of the Board shall be in attendance with other senior management if deemed appropriate and invited by the Nomination Committee.
11. The Company Secretary shall be the secretary of the Nomination Committee. In the absence of the Company Secretary, his/her delegate(s) shall attend the meeting of the Nomination Committee and take minutes.

Frequency of meetings

12. At least one meeting will be held each year provided that any ad hoc meetings shall be convened as and when deemed necessary.

Notice of meetings

13. Meetings of the Nomination Committee shall be convened by the secretary of the Nomination Committee at the request of any of its members.
14. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend:
 - (a) in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting; and
 - (b) in relation to all other meetings of the Nomination Committee, within a reasonable time prior to the date of the meeting.
15. An agenda of items to be discussed, together with supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate within a reasonable time prior to the date of the meeting.
16. Any member of the Nomination Committee shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

Minutes of meetings

17. The secretary of the Nomination Committee (or his/her delegate) in attendance at the meetings of the Nomination Committee shall prepare minutes in sufficient detail of the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.
18. The secretary of the Nomination Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Nomination Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Nomination Committee in which he/she and/or his/her associates have a material interest.
19. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.
20. Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any Director of the Company at any reasonable time on reasonable notice.

Annual general meetings

21. The chairman of the Nomination Committee shall endeavour to attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Nomination Committee's activities.
22. If the chairman of the Nomination Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Nomination Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder questions on the Nomination Committee's activities.

Reporting responsibilities

23. After each meeting, the chairman of the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities.
24. The Nomination Committee shall make whatever recommendations it deems appropriate to the Board on any area within its remit where action or improvement is needed.
25. The Nomination Committee shall, with the assistance of the secretary of the Nomination Committee, compile a report to shareholders on its role and activities which will be included in the Company's Corporate Governance Report.

Responsibilities and authorities

26. The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "CG Code") as contained in Appendix 14 of the Listing Rules (as amended from time to time).
27. The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Nomination Committee.

Duties

28. Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee include the following:
 - (a) review the structure, size and composition (including the skills, diversity, 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) identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship;
 - (c) assess the independence of independent non-executive Directors;
 - (d) make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;

- (e) set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reason why they consider the individual to be independent where the Board proposes a resolution to elect an individual as an independent non-executive Director at a general meeting, and
- (f) exercise such other powers, authorities and discretions, and perform such other duties, of the Directors in relation to the nomination of directors as the Board may from time to time delegate to it, having regard to the CG Code.

Reporting procedures

29. The Nomination Committee shall report to the Board on a regular basis. At the next Board meeting following a Nomination Committee's meeting, the Nomination Committee's Chairman shall report the Committee's findings and recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

(If there is any inconsistency between the English and Chinese version of these terms of reference, the English version shall prevail.)