



COUNTRY GARDEN HOLDINGS COMPANY LIMITED

碧桂園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2007)

TERMS OF REFERENCE OF EXECUTIVE COMMITTEE

Formation

1. The executive committee (the “**Committee**”) was formed pursuant to the board resolution of **Country Garden Holdings Company Limited** (the “**Company**”) passed on 6 June 2014.

Composition, Quorum and Meetings

2. The Committee members shall be appointed by the board of directors of the Company (the “**Board**”), and shall comprise of not less than half of the executive directors of the Company. The quorum of a meeting shall be three members of the Committee.
3. The chairman of the Committee shall be appointed by the Board, who shall be an executive director.
4. The Company Secretary shall be the secretary of the Committee and the Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee or the secretary of the meeting of the Committee.
5. Minutes shall be kept by the secretary of the Committee.
6. The meetings and proceedings are governed and regulated by the provisions contained in the articles of association of the Company.
7. A resolution in writing signed by all the Committee members shall be as valid and effectual as if a resolution had been passed at a meeting of the Committee duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Committee members and for this purpose a facsimile signature of the Committee members shall be treated as valid.

Responsibilities, Powers and Discretion

8. The Committee shall have the following responsibilities, powers and discretion as delegated by the Board:
 - 8.1 in accordance with established policies of the Board, to discuss and make decisions on matters relating to the management and operations of the Company including but not limited to corporate matters, financial/treasury planning and to form strategy. The upper limit for any financial projects, guarantees, sales and purchases of land and other transactions (including but not limited to commercial contracts, syndicated loan, issue of senior notes and indenture) is below 5% under all percentage ratios set out in Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (per transaction) or the transaction falls into the category of item 9 below, it requires the Board approval;
 - 8.2 to consider and make recommendations to the Board on acquisitions of or investments in business or projects; and
 - 8.3 to review and discuss any other matters, as may from time to time, be delegated by the Board.
9. The Board will always reserve the powers and authorities including but not limited to the following:
 - 9.1 approval of final, interim and quarterly results of the Company as appropriate;
 - 9.2 declaration or/and recommendation of payment of interim dividend, final dividend, special dividend and other distributions;
 - 9.3 approval of the issue, allotment or dealing with new shares of the Company (the “**New Shares**”) or the making and grant of offers, agreements and options (including share options, warrants, bonds, debentures notes and other securities which carry rights to subscribe for New Shares or are convertible or exchangeable into New Shares) which may or may not require the prior approval of the shareholders of the Company in general meeting but after the Board has approved the offers, agreements or options or any transaction involving the issue of New Shares, the Board will also authorise the Committee to approve the issue of the New Shares pursuant to such offers, agreements or options or such transaction.
 - 9.4 approval of notifiable transactions as defined in Chapter 14 of the Listing Rules;
 - 9.5 approval of the non-exempt connected transactions and non-exempt continuing connected transactions as stipulated in Chapter 14A of the Listing Rules; and
 - 9.6 review or/and approval of any matters the Board find material or appropriate.

Reporting Responsibilities and Authorities

10. The decisions of the Committee shall be reported to the Board unless and until changed by the Board.
11. The Committee is authorized by the Board to seek any business related information which requires from senior management of the Company in order to perform its duties.
12. Members of the Committee may seek independent professional advice in appropriate circumstances at the Company’s expense to discharge his/her duties as a member of the Committee to the Company.

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