



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 FINANCE COMMITTEE

Formation

1. The finance committee (the “**Committee**”) was formed pursuant to the board resolutions of **Country Garden Holdings Company Limited** (the “**Company**”) passed on 22 August 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 four (4) executive directors (including the Vice Chairman and the President), the Chief Financial Officer and two (2) senior management of the Finance Centre of the Company. The quorum of a meeting shall be three (3) members of the Committee, at least two (2) of whom shall be directors of the Company.
3. The chairman of the Committee shall be appointed by the Board.
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 approval of the opening and cancelling of bank/securities accounts in name of the Company (“**Accounts**”) and the changing of authorized signatories of the Accounts and dealing with any other matters from time to time in relation to the Accounts;
 - 8.2 execution of any matters in relation to buy-back of shares of the Company pursuant to the authorisation granted by the Board from time to time and the mandate given by the shareholders of the Company; and
 - 8.3 execution of any matters in relation to the employees’ share incentive scheme pursuant to the authorisation granted by the Board from time to time (unless otherwise provided for under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

Reporting Responsibilities and Authorities

9. The decisions of the Committee shall be reported to the Board unless and until changed by the Board.
10. 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.
11. 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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