



北京發展(香港)有限公司
BEIJING DEVELOPMENT (HONG KONG) LIMITED

NOMINATION COMMITTEE
TERMS OF REFERENCE

The Nomination Committee is established in accordance with code provision A.5 of Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under the authority of the Board.

COMPOSITION

1. The Nomination Committee shall consist of not less than three members, and two members shall form a quorum of meeting.
2. A majority of the members of Nomination Committee should be independent non-executive directors.
3. The Nomination Committee should be chaired by the Chairman of the Board.

MEETINGS

1. The Nomination Committee shall meet at least once a year.
2. The company secretary shall be the secretary of the meetings.
3. The company secretary shall circulate all minutes of meetings and reports of the Nomination Committee to all Board members.

AUTHORITY AND DUTIES

1. The Company should provide the Nomination Committee sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
2. The duties of the Nomination Committee include:
 - (a) review the structure, size, composition and diversity (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) review the policy on Board diversity and any measurable objectives for implementing such policy as may be adopted by the Board from time to time, and to review the progress of achieving those objectives;
 - (c) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (d) assess the independence of independent non-executive directors; and
 - (e) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive.