

**TAI SANG LAND DEVELOPMENT LIMITED**  
**(the “Company”)**

**TERMS OF REFERENCE**  
**OF**  
**NOMINATION COMMITTEE**

**1. Membership**

- 1.1 Members of the Nomination Committee (the “Committee”) shall be appointed by the board of Directors (the “Board”) of the Company. The Committee shall consist of not less than 3 members and the majority of whom should be independent non-executive directors.
- 1.2 The Board shall appoint the Committee chairman who shall be the chairman of the Board or an independent non-executive director (the “Committee Chairman”). In the absence of the Committee Chairman, the remaining members present shall elect one of themselves (who shall be the chairman of the Board or an independent non-executive director) to chair the meeting.

**2. Secretary**

- 2.1 The Secretary appointed by the Board shall be the Secretary of the Committee.

**3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be 2 and one of them must be independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.

**4. Frequency of Meetings**

- 4.1 The Committee shall meet at least once a year or at such other times as the Committee Chairman shall require.

**5. Notice of Meetings**

- 5.1 Meetings of the Committee shall be called by the Committee Chairman.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no fewer than 5 working days prior to the date of the meeting.

**6. Minutes of Meeting**

- 6.1 Full minutes of the Committee meetings shall be kept by the Secretary.

**7. Annual General Meeting**

- 7.1 The Committee Chairman, or in his absence, another member of the Committee, or failing this his duly appointed delegate shall attend the Annual General Meeting of the Company prepared to respond to any shareholder’s questions at the meeting.

## **8. Duties and Responsibilities**

The Committee shall:

- 8.1 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;
- 8.2 identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 8.3 assess the independence of independent non-executive directors and where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent; and
- 8.4 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.

## **9. Authority**

- 9.1 The Company shall provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

(Adopted since 23 March 2012)