

Tianjin Development Holdings Limited

Nomination Committee

Terms of Reference

(Adopted by the Board on 13 December 2011)

1. Membership

- 1.1 The members of the nomination committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of Tianjin Development Holdings Limited (the “**Company**”) from time to time and a majority of whom shall be independent non-executive directors.
- 1.2 The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive director.

2. Secretary

The company secretary or his authorized designate shall act as the secretary of the Committee.

3. Quorum

A quorum of a meeting shall be three members of the Committee, two of whom shall be independent non-executive directors.

4. Attendance at Meetings

- 4.1 The Committee may, if necessary, invite other members of the Board or external independent professional advisors to the meetings to advise its members.
- 4.2 Any member of the Committee or other attendees may participate in a meeting by electronic means (including telephonic or video-conferencing).

5. Frequency and Notice of Meetings

- 5.1 Meetings shall be held at least once a year.
- 5.2 Any member of the Committee may request the Chairman to convene a meeting if it is deemed necessary but a notice of at least 3 days should be given by the Chairman to all members of the Committee unless otherwise agreed by all members of the Committee.

6. Authority

- 6.1 The Committee is authorized by the Board to carry out such matters within its scope of duties as set out in these terms of reference.
- 6.2 The Committee is authorized by the Board to seek any information it requires from the Company or external independent professional advice (if necessary), at the Company's expense, to perform its duties.

7. Duties

The Committee shall:-

- 7.1 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;
- 7.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 7.3 assess the independence of independent non-executive directors;
- 7.4 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; and
- 7.5 conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

8. Minutes of Meetings

- 8.1 Minutes shall be kept by the secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any director.
- 8.2 Minutes shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by members of the Committee or dissenting views expressed. Draft and final versions of the minutes shall be sent to all members of the Committee for their comment and records respectively, within a reasonable time after the meeting is held.

9. Reporting Procedures

- 9.1 The Committee shall report to the Board on its decisions or recommendations unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 9.2 The Chairman of the Committee shall attend the annual general meeting of the Company. In his absence, another member of the Committee or failing this his duly appointed delegate shall attend and be available to answer questions at the annual general meeting.

(The Chinese version is for reference only and in case of any discrepancy between the Chinese and English versions, the English version shall prevail.)