

Yuzhou Properties Company Limited
Terms of Reference for Nomination Committee
(Adopted by the Company pursuant to the Board resolutions passed on
9 October 2009 and amended on 29 August 2013)

Purpose

1. The purpose of the Nomination Committee is to identify, screen and recommend to the board of directors (the “**Board**”) appropriate candidates to serve as directors of Yuzhou Properties Company Limited (the “**Company**”), to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Composition

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of not less than two independent non-executive directors, each of whom shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
3. A majority of the members of the Nomination Committee should be independent non-executive directors. A quorum shall be two members. The Board shall appoint one member of the Nomination Committee as the chairman (the “**Chairman**”).

Meetings

4. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require and shall act by unanimous written consent.
5. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
6. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.

Access

7. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors.

Reporting Procedures

8. The Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these Nomination Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

9. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

Authority

10. The Nomination Committee is authorized by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to discharge its duties, including but not limited to obtaining professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

Responsibilities and Duties

11. The Nomination Committee shall perform the following duties:
 - (a) to review the structure, size and composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional and industry experience, skills, knowledge and length of service) of the Board at least annually and to make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
 - (c) to identify individuals who are qualified/suitable to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
 - (d) to review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and monitor the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
 - (e) to assess the independence of independent non-executive directors to determine their eligibility;
 - (f) to 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, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
 - (g) to review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval; and
 - (h) to do such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.