

**CHINA SOUTH CITY HOLDINGS LIMITED**  
**華南城控股有限公司**  
(the “Company”)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

**1. Purpose**

The nomination committee of the Company (the “**Committee**”) is to identify, screen and recommend to the board of directors of the Company (the “**Board**”) appropriate candidates to serve as directors of the Company (the “**Directors**”), to review the structure, size and composition of the Board and recommend to the Board nomination guidelines for the Company.

**2. Membership**

2.1 Members of the Committee (the “**Members**”) shall be appointed by the Board. A majority of the Members shall be independent non-executive Directors.

2.2 The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time (the “**Listing Rules**”), or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.

2.3 Members shall serve the Committee for such terms as the Board may fix, and in any case at the Board’s will, whether or not a specific term is fixed. The Board may remove Members at its sole discretion.

2.4 The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and must be the chairman of the Board or an independent non-executive Director.

**3. Meetings**

3.1 Frequency

The Committee shall meet as often as it determines necessary. The chairman of the Committee, a majority of the Members, or the Secretary (as defined below) on requisition of the Chairman or a majority of the Members may call a meeting of the Committee.

3.2 Notice

Notice of any meetings of the Committee has to be given to all Members prior to any such meeting being held. Except in emergencies, all papers for the meeting shall be sent to the Members at least three days before the meeting. Irrespective of the length of notice being given, attendance of a meeting of the

Committee by a Member shall be deemed waiver of the requisite length of notice by the Member. Any Member may consent to short notice and waive notice of any meeting, and any such consent or waiver may be given prospectively or retrospectively. Notice of any adjourned meetings is not required if adjournment is for less than fourteen days.

3.3 Quorum

The quorum for decisions of the Committee shall be any two Members.

3.4 Resolutions

Resolutions of the Committee shall be passed by a majority of votes, or by way of written resolutions signed by a majority of the Members. Meetings can be held in person, by telephone or by video conference.

3.5 Minutes

Full minutes of the Committee meetings shall be kept by the Secretary (as defined below) (who shall attend each meeting). Draft and final versions of minutes of meetings of the Committee shall be sent to all Members for their comments and records respectively, in both cases within a reasonable time after the meeting.

3.6 Procedures

The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with these terms of reference, resolutions of the Board, the articles of association of the Company and other corporate governance documents, the Listing Rules and applicable laws or regulations.

3.7 Chairman

The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Committee and shall be the chairman of the Board or an independent non-executive Director. The Chairman shall be responsible for leadership of the Committee.

3.8 Secretary

The company secretary of the Company shall be the secretary of the Committee (the “**Secretary**”).

**4. Duties**

The duties of the Committee shall include the following:-

- 4.1 To 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.

- 4.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
- 4.3 To assess the independence of independent non-executive Directors.
- 4.4 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 of the Company.

**5. Authority and Reports**

- 5.1 The Committee shall report directly to the Board.
- 5.2 The Committee shall be provided by the Company with sufficient resources to perform its duties.
- 5.3 The Committee shall have the authority to retain and terminate any search firm to be used to identify Director candidates and shall have the authority to approve the search firm's fees and other retention terms.
- 5.4 The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other professional advisors at the expense of the Company to perform its duties.

Adopted on 4 September 2009  
Revised on 20 February 2012