

CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED
(the “**Company**”)
Terms of reference of Nominating Committee

1. INTRODUCTION

The Code of Corporate Governance 2012 of Singapore (the “**Singapore Code**”) issued by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) requires, and the Code on Corporate Governance Practices (the “**HK Code**”, and together with the Singapore Code collectively referred to as the “**Codes**”) under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) recommends companies listed on the SGX-ST and The Stock Exchange of Hong Kong Limited to set up a nominating committee which reports to the board of directors.

Set out below are the terms of reference of the Nominating Committee, including its authorities and duties as well as the procedure regulating the conduct of its meetings.

In the event of any conflict between the provisions of the terms of reference contained herein and the provisions of the Codes, the provisions of the Codes shall prevail and the terms of references of the Nominating Committee set out hereunder shall be deemed amended to such extent as may be necessary to remove such conflict.

2. CONSTITUTION AND AUTHORITY

2.1 The Committee is constituted by resolutions of the board of directors of the Company (the “**Board**”) pursuant to the Company’s Articles of Association.

2.2 The Nominating Committee shall have the authority to:

- (a) establish a formal and transparent process for the appointment of new directors to the Board and the re-election of directors of the Company (“**Directors**”) retiring by rotation;
- (b) assess the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board;
- (c) take such action within its terms of reference (as set out in paragraph 4 below) as it deems fit, having regard to the principles of corporate governance and the Code, including but not limited to requiring information from the officers and employees of the Company; and
- (d) obtain such independent professional advice if necessary. The expenses in respect of the engagement of such advisors shall be borne by the Company.

2.3 The Committee should be provided with sufficient resources to discharge its duties.

App.14
A4.7

3. MEMBERSHIP

3.1 The members of the Nominating Committee shall be appointed by the Board from amongst its members.

3.2 The Nominating Committee shall comprise of not less than three (3) members, the majority of whom (including the Chairman of the Nominating Committee) shall be independent Directors

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of the Company. The lead independent director, if any should be a member of the Nominating Committee.

- 3.3 The Chairman of the Committee shall be a Director who is not, or is not directly associated with, a shareholder of the Company with interest of ten (10) per cent or more in the voting shares of the Company.
- 3.4 A member who wishes to retire or resign from the Nominating Committee shall notify the Board by giving at least one (1) month's notice in writing.
- 3.5 The office of a member shall become vacant upon the member's resignation/retirement/removal or disqualification as a Director of the Company.
- 3.6 The Board shall fill any vacancy in the Nominating Committee within two (2) months of the vacancy arising, and in any event, no later than three (3) months.

4. TERMS OF REFERENCE

4.1 The Nominating Committee shall:

- (a) review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes. In reviewing and assessing the Board composition, the Nominating Committee should consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience. App.14 A4.5(a)
- (b) discuss and agree on the measurable objective for achieving diversity on the Board and recommend to the Board for adoption. The Nominating Committee should maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth.
- (c) review the Board Diversity Policy on a regular basis and recommend revisions, if any, to the Board for consideration and approval.
- (d) review and make recommendations to the Board on all candidates nominated (whether by the Board, shareholders or otherwise) for appointment to the Board, taking into account the candidate's track record, age, experience, capabilities and other relevant factors; App.14 A4.5(b)
- (e) make recommendations to the Board having regard to the Director's contribution and performance (for instance, attendance, preparedness, participation and candour) on relevant matters relating to the appointment or re-appointment of Directors (including independent non-executive Directors) in accordance with the Company's Articles of Association and succession planning for Directors in particular the chairman of the Board and the chief executive officer; App.14 A4.5(d)
- (f) assess the performance of the Board and contribution of each Director to the effectiveness of the Board;
- (g) review and approve any new employment of related persons and the proposed terms of their employment; and
- (h) review and assess the appropriateness of the appointments of executive Directors who concurrently hold executive appointments at the Company's parent company in

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the event the Company and its subsidiaries (the “Group”) and the parent group of the Company (other than the Group) engage in the same business and/or compete with each other for the same project.

- (i) identify and make recommendations to the Board as to the Directors who are to retire by rotation and to be put forward for re-election at each annual general meeting of the Company, having regard to the Directors’ contribution and performance (such as their attendance, preparedness, participation and candour), including, if applicable, as independent Directors;
- (j) determine annually whether or not a Director is independent, bearing in mind the circumstances set out in Guidance Notes 2.3 and 2.4 of the Code and other salient factors. In addition:
 - (i) to aid the determination by the Nominating Committee, every Director shall, on appointment, and subsequently on an annual basis, submit to the Company Secretary a return (to be provided by the Company Secretary) as to his independence;
 - (ii) an independent Director shall immediately notify the Company Secretary if, as a result of a change in circumstances, he may no longer meet the criteria for independence. The Nominating Committee shall, after considering the change in circumstances in the light of the principles of corporate governance and the Code, determine whether such Director continues to be independent and shall make recommendations to the Board on the actions (if any) to be taken to maintain the independent element on the Board.
 - (iii) if the Nominating Committee determines that a Director who has one or more of the relationships mentioned in Guidance Notes 2.3 and 2.4 of the Code is nevertheless independent, it shall (i) disclose in full to the Board the nature of such Director’s relationships and provide its views to the Board for Board’s consideration; and (ii) be responsible for explaining why such Director should be considered independent; and
 - (iv) the Nominating Committee also has the discretion to determine that a Director is non-independent even if he does not fall under the circumstances set forth in Guidance Notes 2.3 and 2.4.
- (k) decide, in relation to a Director who has multiple board representations, whether or not such Director is able to and has been adequately carrying out his duties as Director of the Company. If the Nominating Committee considers it necessary, it shall make recommendations to the Board on the guidelines to be implemented to address the competing time commitments faced by Directors serving on multiple boards and to determine the maximum number of listed company board representations which any director may hold, and disclose this in the Company’s Annual Report;
- (l) ensure that, in connection with the re-election of Directors at annual general meetings of the Company, sufficient information is provided to the shareholders so as to enable them to make an informed decision;
- (m) identify and nominate candidates for the approval of the Board to fill vacancies in the Board as and when they arise;
- (n) review all candidates nominated for appointment as the Company’s chairman, chief executive officer, deputy chairman, deputy chief executive officer, chief financial officer or other officer by whatever name called who has responsibilities and functions similar to any of the said officers;
- (o) put in place plans for succession, in particular, of the Chairman of the Board and the chief executive officer of the Company;

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- (p) conduct rigorous review the independence of any director who had served on the Board beyond nine (9) years from the date of his appointment, and the Board should explain why any such director should be consider independent.
- (q) make recommendations to the Board on matters relating to the review of training and professional development programs for the Board.
- (r) approving the appointment of alternate directors only for limited period in exceptional cases such as when a director has a medical emergency, and the Nominating Committee and the Board should ensure that an alternate director to an independent director should similarly qualify as an independent.
- (s) at least once every financial year, review (and thereafter, make recommendations to the Board regarding) the Board structure, size, composition and core competencies, taking into account the balance between executive and non-executive Directors and between independent and non-independent Directors, and having regard at all times to the principles of corporate governance and the Code;
- (t) procure that at least one-third (1/3) of the Board shall comprise of independent Directors (or such other minimum proportion and criteria as may be specified in the Code from time to time); and
- (u) propose, for approval by the Board, objective performance criteria (that allows comparison with the Company's industry peers) to evaluate the effectiveness of the Board as a whole and the contribution by each Director to the effectiveness of the Board. Once approved by the Board, the performance criteria shall not be changed without proper justification from the Board. In drawing up such performance criteria, the Nominating Committee shall consider, inter alia, the following (and such other factors as may be specified in the Code from time to time):
 - (i) comparison with the Company's industry peers;
 - (ii) how the Board has enhanced long term shareholders' value;
 - (iii) the Company's share price performance over a five-year period vis-à-vis the Singapore Straits Times Index and a benchmark index of its industry peers;
 - (iv) return on assets;
 - (v) return on equity;
 - (vi) return on investment;
 - (vii) economic value added; and
 - (viii) in making individual evaluations, assess whether each director continues to contribute effectively and demonstrate commitment to the role (including commitment of time for board and committee meetings, and any other duties).

The Chairman of the Board should act on the results of the performance evaluation, and where appropriate, propose new members be appointed to the Board or seek the resignation of Directors, in consultation with the Nominating Committee.

5. MEETINGS

- 5.1 Unless varied by this Terms of Reference, meetings and proceedings of the Nominating Committee shall be governed by the provisions in the Company's Articles of Association regulating the meetings and proceedings of the Board and the committees formed by it.

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- 5.2 Meetings of the Nominating Committee shall be held at least once a year. A meeting may be called by the Chairman or any member of the Nominating Committee.
- 5.3 The other Directors and the executive officers of the Company (and of its group companies) may only attend meetings of the Nominating Committee at its invitation.
- 5.4 Save for exceptional circumstances, at least seven (7) days' notice of meetings of the Nominating Committee shall be given to its members, informing of the date, time, venue and agenda and the papers for the meeting shall be provided to the members of the Nominating Committee at least five (5) working days prior to the date of the meeting.
- 5.5 Meetings of the Nominating Committee may be conducted by means of telephone or audio-visual conferencing or other methods of simultaneous communication by electronic, telegraphic or other means by which all persons participating in the meeting are able to hear and be heard at all times by all other participants. The minutes of such meeting signed by the Chairman of the Nominating Committee shall be conclusive evidence of the proceedings of any meeting conducted as aforesaid.
- 5.6 The quorum for meetings of the Nominating Committee shall be any two (2) members present and voting.
- 5.7 All decisions of the Nominating Committee shall be made via a simple majority of the votes cast. In the event of an equality of votes, the Chairman of the Nominating Committee shall have a second or casting vote.

Provided that a resolution in writing signed by all the members of the Nominating Committee shall be as valid and effectual as if it had been passed at the meeting of the Nominating Committee duly convened and held. Any such resolution may consist of several documents in like forms, each signed by one or more members.

- 5.8 The minutes of meetings of the Nominating Committee shall be circulated to all the members of the Nominating Committee, and may, if the Chairman of the Nominating Committee so decides, be circulated to the other members of the Board. Any Director may, provided that there is no conflict of interest and with the agreement of the Chairman of the Nominating Committee, request and obtain copies of such minutes.

6. REPORTING

- 6.1 The Nominating Committee shall ensure that the following (and such other information as may be required by the Code from time to time) are disclosed in the Company's annual report:
- (a) the names of the members of the Nominating Committee;
 - (b) the assessment process implemented by the Board;
 - (c) key information regarding the Directors, such as academic and professional qualifications, shareholding in the Company and its subsidiaries, Board committees served on (whether as a member or Chairman), date of first appointment as Director, date of last re-election as Director, directorships or chairmanships (both current and those held over the preceding three (3) years in other listed companies), and other major appointments. In addition, the Company's annual disclosure on corporate governance should indicate which Directors are executive, non-executive or considered by the Nominating Committee to be independent. The names of the Directors submitted for election or re-election should also be accompanied by such details and information to enable shareholders to make informed decisions; and
 - (d) a description of the process for the selection and appointment of new Directors to the Board, including disclosure on the search and nomination process.

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6.2 The Chairman (or in his absence, another member) of the Nominating Committee shall attend the Company's annual general meeting and be prepared to answer questions regarding the appointment of any Director.

7. REMUNERATION

7.1 Having regard to the functions performed by the members of the Nominating Committee in addition to their functions as Directors, the members of the Nominating Committee may be paid such remuneration in respect of their appointment on the Nominating Committee as shall be fixed by the Board from time to time. For the avoidance of doubt, such remuneration shall be in addition to the fees payable to them as Directors.

Approved and adopted by the Nominating Committee on: 13 November 2013

Approved by the Board of Directors on: 13 November 2013