

C C LAND HOLDINGS LIMITED
(the “Company”)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Establishment

1.1 The board of directors (the “Board”) of the Company has resolved to establish a Nomination Committee (the “Committee”).

2. Membership

2.1 The Committee shall be appointed by the Board from amongst the directors of the Board and shall comprise not less than three members, a majority of whom should be independent non-executive directors.

2.2 The Chairman of the Committee shall be either the Chairman of the Board or appointed by the Board from amongst the members of the Committee who are independent non-executive directors.

3. Attendance at Meetings

3.1 The quorum shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.2 The Committee may invite any director or any employee of the Company to attend meetings of the Committee as it may consider appropriate.

3.3 The Company Secretary of the Company shall be the secretary of the Committee.

4. Frequency of Meetings

4.1 The Committee shall meet not less than once a year and at such other times as the Chairman of the Committee shall require.

5. Annual General Meeting

5.1 The Chairman of the Committee or any other member of the Committee shall attend the Company’s annual general meeting and be prepared to respond to any shareholders’ questions on the Committee’s activities and responsibilities.

6. Authority

- 6.1 The Committee is authorised by the Board:
- 6.1.1 to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense;
 - 6.1.2 to conduct interviews with prospective candidates for nomination;
 - 6.1.3 to seek any information it requires from any employee of the Company in order to perform its duties; and
 - 6.1.4 to obtain outside legal or other independent professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to prior discussions with the Chairman of the Board concerning the likely costs.

7. Duties

- 7.1 Duties of the Committee shall include:
- 7.1.1 to review the structure, size, composition (including the skills, knowledge and experience) and diversity of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - 7.1.2 to formulate a policy concerning Board diversity containing measurable objectives set for implementing such policy, review the progress on achieving those objectives, and make or cause to be made relevant disclosure in the Corporate Governance Report;
 - 7.1.3 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;
 - 7.1.4 to assess the independence of independent non-executive directors of the Board; and
 - 7.1.5 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.

8. Reporting Procedures

- 8.1 The Committee shall report to the Board on its decisions or recommendations.

9. Publication of the Terms of Reference

- 9.1 The terms of reference of the Committee were posted on the websites of The Stock Exchange of Hong Kong Limited and of the Company.

30 August 2013