Overseas Chinese Town (Asia) Holdings Limited
華僑城(亞洲)控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 03366)
(“**Company**”)

Nomination Committee
Terms of Reference

1. ORGANISATION

1.1 Members (“**Members**”) of the nomination committee (the “**Committee**”) of the Company shall be appointed and removed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company from among the Directors. If any Member ceases to be a Director, he/she will cease to be a Member automatically.

1.2 The majority of the Members shall be independent non-executive Directors. At least one Member should be a different gender.

1.3 The chairperson of the Committee shall be appointed by the Board and shall be the chairperson of the Board or an independent non-executive Director.

2. SECRETARY

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

3. DUTIES

The Committee duties are:

(a) review the structure, size and composition (including the skills, knowledge, experience, gender and other aspects of diversity) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

(b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(c) assess the independence of independent non-executive Directors;

(d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairperson and the chief executive;

(e) monitor the Company's board diversity policy;

(f) support the Company's regular evaluation of the Board's performance; and

(g) such duties assigned to the Committee under law and rules of stock exchange(s) on which the Company's securities are listed (if any).

4. MEETINGS OF THE COMMITTEE

4.1 Number of meeting

There shall be at least one meeting of the Committee annually. If required, extraordinary meeting could be convened.

4.2 Notice of meeting

The secretary to the Committee shall give at least seven days prior oral or written notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members. Notwithstanding the above (unless otherwise required by law or rules of stock exchange(s) on which the Company's securities are listed), a Member may waive notice of a meeting before or after a meeting (or consent to a shorter notice period). Attendance of a Member at a meeting constitutes a waiver of such notice unless the Member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been properly convened.

4.3 Quorum

A quorum of a meeting of the Committee shall be two members.

4.4 Conducting the meetings

A meeting of the Committee may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously to the extent not contravening the Company's memorandum and articles of association, and law and rules of stock exchange(s) on which the Company's securities are listed (where applicable). Participation in a meeting by such means shall constitute presence in person at such meeting.

4.5 Resolutions

Any resolution shall be passed by the majority votes of the Members.

With consent by all Members, resolutions of the Committee could be passed by written resolutions.

4.6 Invitations

The Committee could invite any Director, advisers or other individuals to attend the meeting but such person is not entitled to vote at the meeting.

4.7 Minutes of meeting

The secretary to the Committee shall keep record of the meeting minutes and written resolution of the Committee.

Meeting minutes or written resolution (as the case may be) of the Committee shall be sent to all Members within a reasonable time after the holding of the meeting or the passing of the written resolution.

5. REPORT

Chairperson of the Committee (or his/her nominee) shall report to the Board on the Committee's findings and recommendation within its duties, unless restricted by law or regulations.

6. RESOURCES

The Committee shall be provided with sufficient resources to enable it to perform its duties, including where necessary, resources for seeking independent professional advice.

7. INTERPRETATION

7.1 Interpretation of this terms of reference shall belong to the Board.

7.2 In case of any inconsistency between the Chinese version and the English version of this terms of reference, the Chinese version shall prevail.