

Hopson Development Holdings Limited
(the "Company")

TERMS OF REFERENCE

OF

NOMINATION COMMITTEE
(the "Committee")

Membership

1. The Committee shall be appointed by the board of directors of the Company (the "**Board**") from amongst the directors and shall consist of not less than three members.
2. The majority of the members of the Committee shall be independent non-executive directors of the Company.
3. The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.
4. The appointment of the members of the Committee may be revoked, and new member can be appointed in place by resolutions passed by the Board.
5. No alternate Committee member can be appointed.

Secretary

6. The secretary of the Committee shall be appointed by the Committee members.

Frequency and proceedings of meetings

7. Meetings shall be held not less than once a year. Additional meetings should be held as and when the Committee considers necessary.
8. The chairman of the Committee may convene additional meetings at his discretion.
9. The quorum of a meeting shall be two members of the Committee, at least one of whom is an independent non-executive director.
10. Unless expressly provided otherwise, proceedings of meetings of the Committee shall be governed by the relevant provisions of the Bye-laws of the Company ("**Bye-Laws**").

Authority

11. The Committee is authorized by the Board:

- (a) to review, assess and make recommendations upon any issue within its terms of reference;
- (b) to obtain independent professional advice, at the Company's expenses, to assist and/or advise the Committee on issues as it considers necessary; and
- (c) to be provided with sufficient resources to perform its duties.

Duties, powers and functions

12. The Committee is:

- (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
- (b) without prejudice to the generality of the foregoing:
 - (i) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually with reference to the business mode and development of the Company and make recommendations to the Board on any proposed changes on any change to the Board proposed to complement the Company's corporate strategy;
 - (ii) 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, and for such purposes, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity of the Board;
 - (iii) to assess the independence of independent non-executive directors;
 - (iv) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and chief executive, taking into account the corporate strategy and business needs of the Company, skills, knowledge and experience of the existing and proposed directors and the diversity of the Board;
 - (v) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
 - (vi) to review the board diversity policy of the Company, as appropriate, and review the measurable objectives that the Board has set for implementing the board diversity policy and the progress on achieving the objectives; and to make disclosure of the result of such review annually in the Corporate Governance.
 - (vii) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Bye-Laws of the Company or imposed by legislation.

Reporting Procedures

13. The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the work, significant decisions, findings and recommendations of the Committee since the last Board meeting.
14. The secretary of the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of the Committee's activities, decisions and recommendations on a regular basis.