

Wing Tai Properties Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

(the "Company")

Terms of Reference of Nomination Committee

**(Amended and approved by the Board on 29 August 2013
and with effect from 1 September 2013)**

A. Functions and Objectives

The Nomination Committee (the "Committee") was established by the board of directors of the Company (the "Board") on 1 February 2013 with a view to:-

1. complying with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
2. assisting the Board in formulating the policy for the nomination of directors and the policy for board diversity; and
3. making recommendations to the Board on nominations, appointment or re-appointment of directors and Board succession.

B. Composition

1. The Committee shall consist of not less than three members (the "Members"), the majority of them shall be independent non-executive directors.
2. All members of the Committee (including the Chairman of the Committee) shall be appointed by the Board.
3. The Chairman of the Committee shall be either an independent non-executive director or the Chairman of the Board.
4. The Company Secretary of the Company or his or her nominee, or

such other person appointed by the Committee shall be the secretary of the Committee.

C. Meetings

1. The Committee shall meet at least once a year. Additional meetings shall be held as or when the circumstances so warrant.
2. The quorum of a meeting of the Committee shall be two Members.
3. Only Members are entitled to vote at meetings of the Committee.
4. The Chairman of the Committee may invite external advisers or consultants or any other persons to attend meetings of the Committee.

D. Representation at Annual General Meetings of the Company

The Chairman of the Committee or in his absence, the Chairman of the Board, or in his absence, the Committee Secretary shall attend the Company's Annual General Meetings to answer shareholders' questions on the Committee's activities.

E. Duties and Functions

The Committee shall :-

1. 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 corporate strategy of the Company;
2. identify individuals suitably qualified to become board members for the Board's consideration;
3. assess the independence of independent non-executive directors;
4. make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in

particular the chairman and the chief executive;

5. review the board diversity policy (the “Policy), as appropriate; and review the measurable objectives that the Board has set for implementing the Policy, and the progress on achieving those objectives and make disclosure of its review result in the Corporate Governance Report annually.
6. do any such things to enable the Committee to discharge its duties and functions conferred on it by the Board; and
7. 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.

F. Reporting Procedures

The Committee shall report its activities, findings and recommendations to the Board on a regular basis. The Chairman of the Committee or his/her delegate shall brief the Board of the discussions, findings and/or recommendations of a Committee meeting at the Board meeting which is held next following that Committee meeting.

G. Authority

The Committee shall be provided with sufficient resources to carry out its duties. Where necessary, the Committee should seek independent professional advice at the Company’s expense, to carry out its duties and discharge its responsibilities.