

**WAH HA REALTY COMPANY LIMITED (“THE COMPANY”)  
(Incorporated in Hong Kong with limited liability)**

**Terms of Reference of the Nomination Committee**

**1. CONSTITUTION**

The board of directors of the Company (the “Directors”) (the “Board”) has resolved to establish a committee of the Board known as the Nomination Committee (the “Committee”) at the Board meeting held on 5 March 2012.

**2. OBJECTIVE**

The Committee shall, having regard to the candidate’s professional knowledge and experience, integrity and personal skills, possible conflicts of interests and time commitment to the Company, make recommendations to the Board on appointment of the Directors, so as to ensure that all nominations are fair and transparent.

**3. MEMBERSHIP**

- 3.1 All the members of the Committee (the “Members”) shall be appointed by the Board and can be removed by the Board at its sole discretion.
- 3.2 The Committee shall be made up of at least 3 members, a majority of which shall be Independent Non-executive Directors of the Company (“INEDs”).
- 3.3 The Committee shall be chaired by the Chairman of the Board or an INED appointed by the Board.
- 3.4 The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing The Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as modified from time to time) or other codes, rules and regulations as may be prescribed by any applicable regulatory authority from time to time.

#### **4. SECRETARY**

The Company Secretary of the Company (failing whom, a person nominated by the chairman of the Committee) shall be the secretary of the Committee (the “Secretary”) and shall attend all the meetings.

#### **5. MEETINGS**

##### **5.1 Frequency**

Meetings of the Committee shall be convened by the Secretary at the request of any of the Members.

##### **5.2 Notice**

Notice of any meetings of the Committee has to be given 7 days prior to any such meeting being held, unless all the Members unanimously agree otherwise. Notice of any adjourned meeting is not required if the adjournment is for less than 14 days.

##### **5.3 Quorum**

The quorum necessary for the transaction of business shall be 2 Members, one of which should be an INED. In the absence of the chairman of the Committee, the remaining Members present shall elect one of them to chair the meeting.

##### **5.4 Attendance**

5.4.1 The Committee may invite such other persons to its meetings as it deems necessary. Other members of the Board shall have the right of attendance.

5.4.2 The Secretary shall attend all meetings of the Committee.

##### **5.5 Voting and Resolutions**

5.5.1 Only the Members are entitled to vote at the meeting.

5.5.2 Resolutions at any meeting of the Committee shall be passed by a majority of votes of the Members present. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.

5.5.3 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5.5.4 Meetings could be held in person, by telephone or by video conference or by any other similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

#### 5.6 Minutes

5.6.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee.

5.6.2 The Secretary shall keep full minutes of all meetings of the Committee. Draft and final versions of minutes shall be sent to all the Members for their comments and records within a reasonable period of time after each meeting. Such minutes shall be open for Directors' inspection.

### **6. ANNUAL GENERAL MEETING**

The chairman of the Committee or in his/ her absence, another Member (who must be an INED) of the Committee shall attend the Annual General Meetings of the Company and make himself/ herself available to respond to any shareholder's questions on the Committee's activities and their responsibilities.

### **7. AUTHORITY**

7.1 The Committee shall report directly to the Board on their decisions and recommendations.

7.2 The Committee is authorized by the Board to obtain independent professional advice if it considers necessary.

7.3 The Committee is to be provided with sufficient resources to discharge its duties.

### **8. DUTIES**

The Committee shall carry out at least the duties set forth below:-

8.1 to 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 Company's corporate strategy;

- 8.2 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;
- 8.3 to assess the independence of INEDs; and
- 8.4 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.

**9. REPORTING PROCEDURES**

The Committee shall report to the Board after each meeting.

**10. FREQUENCY OF REVIEW**

The Terms of Reference shall be reviewed and revised as required.

**11. PUBLICATION OF THE TERMS OF REFERENCE**

The Terms of Reference are published on the respective websites of the Stock Exchange and the Company.