

TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
KERRY PROPERTIES LIMITED
(Stock Code: 00683)

1 Preamble

- 1.1 Kerry Properties Limited (the “**Company**”) was incorporated in Bermuda on 2 January 1996. Its shares were listed on The Stock Exchange of Hong Kong Limited (“**HKEx**”) on 5 August 1996.
- 1.2 The Company has established a nomination committee (the “**Nomination Committee**”) and adopted the terms of reference as set out herein on 30 March 2012 in compliance with the code provisions of the Corporate Governance Codes issued by HKEx.
- 1.3 The board (the “**Board**”) of directors (the “**Directors**”) of the Company is responsible for establishing the Nomination Committee, and for defining its responsibility.
- 1.4 The Board will receive and consider the reports and recommendations from the Nomination Committee for approval.

2 Duties and Authorities

- 2.1 The Nomination Committee shall be responsible for:-
 - 2.1.1 reviewing 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;
 - 2.1.2 identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - 2.1.3 assessing the independence of independent non-executive Directors of the Company; and
 - 2.1.4 making recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer of the Company.

- 2.2 The Nomination Committee shall have sufficient resources to perform its duties and where necessary, it shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

3 Membership

- 3.1 The members of the Nomination Committee shall be appointed by the Board.
- 3.2 The term of their office will be determined by the Board.
- 3.3 The Nomination Committee comprises the independent non-executive Directors, the Chairman and the Chief Executive Officer of the Company, or such number of Directors subject to a majority in number being constituted by the independent non-executive Directors.
- 3.4 The chairman of the Nomination Committee shall be appointed by the Board. The chairman of the Nomination Committee shall be the Chairman of the Board or an independent non-executive Director.
- 3.5 The members of the Nomination Committee should be listed in the Company's annual report to shareholders.

4 Secretary

- 4.1 The secretary of the Nomination Committee will be any officer duly authorized by the Nomination Committee.

5 Meetings

- 5.1 The chairman of the Nomination Committee, in consultation with the Nomination Committee members, will determine the frequency of the meetings of the Nomination Committee.
- 5.2 The secretary of the Nomination Committee, in consultation with the members of management, will develop the Nomination Committee's agenda.
- 5.3 The Nomination Committee will issue an agenda of subjects to be discussed for each meeting. Any Nomination Committee member shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the Nomination Committee in the agenda of the Nomination Committee meeting.
- 5.4 Minutes of the meeting of Nomination Committee will be prepared by the secretary of the Nomination Committee (or his/her delegate) or any other officer duly authorized by the Nomination Committee.

- 5.5 The quorum necessary for the transaction of business shall be two Nomination Committee members, a majority of whom shall be independent non-executive Directors.
- 5.6 Other than as set out in these terms of reference, the Nomination Committee shall adopt such procedures and principles as it sees fit in relation to the proceedings of the Nomination Committee.

6 Reporting Procedures

- 6.1 The Nomination Committee shall report back to the Board on its decisions or recommendations.
- 6.2 The Nomination Committee shall compile a report to shareholders of the Company on its role and activities to be included in the Company's annual report to shareholders.
- 6.3 The Company Secretary shall be responsible for making available the terms of reference of the Nomination Committee, explaining the Nomination Committee's role and the authority delegated to the Nomination Committee by the Board, by including such terms of reference on the HKEx's website and the Company's website.

7 Amendment

- 7.1 Any amendment to these terms of reference shall be authorized by the Board.

- end -