

**CSI PROPERTIES LIMITED**  
**資本策略地產有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 497)**

**TERMS OF REFERENCE**  
**OF**  
**THE NOMINATION COMMITTEE**  
**(the “Committee”)**

*(adopted by the Company on 13 March 2012 and revised on 30 August 2013)*

**1. Function**

The principal objectives of the Committee is to review the structure of the board of directors (the “Board”) of the Company, make recommendations to the Board regarding any proposed changes and to identify, screen and recommend to the Board appropriate candidates to serve as directors of the Company.

**2. Membership**

Members of the Committee shall be appointed by the Board and shall consist of not less than three members, a majority of which should be independent non-executive directors. A quorum shall be two members.

The Chairman of the Committee shall be either the Chairman of the Board or an independent non-executive director appointed by the Board.

**3. Frequency of meetings**

The Committee shall meet at such times as the Chairman shall require, which shall be at least once annually.

**4. Authority**

The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.

**5. Duties**

The duties of the Committee shall include:-

- a. reviewing the structure, size and composition (including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

- b. identifying individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships;
- c. assessing the independence of the independent non-executive directors of the Company and reviewing their annual confirmations on their independence; and
- d. making 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.
- e. reviewing the Board diversity policy, as appropriate, and to review the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report annually.

*\* For identification purposes only*