



Yuanda China Holdings Limited

遠大中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2789)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Constitution

The nomination committee (the “Committee”) of Yuanda China Holdings Limited (the “Company”) is established pursuant to a resolution passed by the board (the “Board”) of directors (the “Director”) at its meeting held on 12 April, 2011.

Membership

1. The Committee shall consist of at least three Directors with majority of independent non-executive Directors appointed by the Board from time to time.
2. The chairman of the Committee (“the Committee Chairman”) shall be appointed by the Board and should either be the chairman of the Board or an independent non-executive Director.
3. The company secretary of the Company or a nominee shall act as the Secretary of the Committee.

Meetings and Quorum

1. The Committee can call for a meeting anytime when it is necessary.
2. The quorum for meetings shall be two members of the Committee, one of whom should be the Committee Chairman, unless he is unable to attend due to exceptional circumstances.
3. Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and record within a reasonable time after the meeting.

Role and Authority of the Committee

1. The Committee is authorized to request the employee of the Company to provide any information within the scope of its duties.
2. The Committee should be provided with sufficient resources to perform its duties and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.
3. Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

Functions of the Committee

1. To review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
2. To identify individuals suitably qualified to become the members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships, especially to ensure that the independent non-executive Directors comprise at least one-third of the Board;
3. To assess the independence of independent non-executive Directors;
4. To review the policy on Board diversity (the "Board Diversity Policy") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually; and
5. To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular the chairman of the Board and the chief executive.