天津港發展控股有限公司
Tianjin Port Development Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 03382)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
(The "Committee")

Membership

1. The Committee shall consist of at least three members appointed by the board (the "Board") of directors (the "Director(s)") of Tianjin Port Development Holdings Limited (the "Company") from time to time. The majority of the members of the Committee must be independent non-executive Directors, and shall comprise at least one Director of a different gender.

2. The Chairman of the Committee (must be the Chairman of the Board or an independent non-executive Director) shall be appointed by the Board.

3. The company secretary of the Company shall act as the secretary of the Committee (the "Secretary").

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.

5. The Chairman of the Committee may convene additional meetings at his discretion.

6. The quorum of a meeting shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Duties, powers and functions

7. The Committee shall give adequate consideration to the following principles in carrying out its responsibilities:

   (a) the Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business, and should ensure that the Directors devote sufficient time and make contributions to the Company that are

commensurate with their role and board responsibilities. The Committee should ensure that changes to composition of the Board can be managed without undue disruption. The Board should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive Directors should be of sufficient calibre and number for their views to carry weight; and

(b) there shall be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals, and the reasons for the resignation or removal of any Director must be explained.

8. The Committee shall:

(a) review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;

(b) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(c) assess the independence of independent non-executive Directors;

(d) 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;

(e) support the Company's regular evaluation of the Board's performance;

(f) review the implementation and effectiveness of the Board Diversity Policy on an annual basis, as well as make recommendation to the Board on any proposed changes to the Board Diversity Policy, as appropriate;

(g) annually assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships in other listed companies and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;

(h) review the Nomination Policy, as appropriate; and

(i) consider other matters as designated by the Board from time to time.

9. The Committee shall be provided with sufficient resources including but not limited to seeking of independent professional advice, to enable it to perform its duties.

Reporting procedures

10. The Nomination Committee shall report to the Board on decisions or recommendations made (unless there are legal or regulatory restrictions to do so) after each meeting.

11. The Secretary shall circulate the minutes of the meetings to all members of the Committee and to all members of the Board.