

BEIJING CAPITAL LAND LTD.

RULES OF PROCEDURE FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 In order to further complete the proceedings of the Nomination Committee of the Board of Directors (hereinafter referred to as the “Board”) of Beijing Capital Land Ltd. (hereinafter referred to as the “Company”) and ensure high efficiency of the Nomination Committee, these rules of procedure (hereinafter referred to as these “Rules”) are hereby formulated in accordance with the Company Law of the People’s Republic of China, other applicable laws, regulations, normative documents, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), while taking into consideration of the Articles of Association of Beijing Capital Land Ltd. (hereinafter referred to as the “Articles of Association”) and the Rules of Procedure of Meetings of Directors of Beijing Capital Land Ltd.

Article 2 The Nomination Committee is a specialist committee under the Board.

Chapter II Composition of the Nomination Committee

Article 3 The Nomination Committee consists of three members, including two independent non-executive directors. The Nomination Committee shall have one chairman who shall be an independent non-executive director or the Chairman of the Board.

Article 4 Members of the Nomination Committee shall have the same tenure as members of the Board and be eligible for re-election upon expiration of such tenure. If any member ceases to act as a director of the Company or any member who should be an independent non-executive director no longer has the independence as stipulated in the Articles of Association or the Listing Rules during his/her tenure, he/she shall lose his/her membership qualification automatically, and the vacancy shall be filled by the Board in accordance with the requirements set out above.

Chapter III Duties of the Nomination Committee

Article 5 Major duties of the Nomination Committee are:

- (I) to review the structure, size and composition of the Board (including skills, knowledge and experience) at least annually, and make recommendations to the Board to complement the Company's corporate strategy;
- (II) to search for qualified director candidates and decide on nominees for directorship or present its opinions to the Board thereabout;
- (III) to advise the Board on the qualifications of relevant director candidates nominated by shareholders;
- (IV) 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 based on merit and having due regard to the benefits of diversity on the Board, including gender, age, cultural and educational background, professional experience and other qualities;
- (V) to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business, and in that regard, the Nomination Committee should assist the Board in establishing a policy concerning diversity of Board members, and such policy or its summary (if any) shall be disclosed in the corporate governance report in the Company's annual report;
- (VI) to assess the independence of independent non-executive directors;
- (VII) 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 General Manager;
- (VIII) to attend and answer questions at Annual General Meetings in accordance with arrangements made by the Chairman of the Board.

Chapter IV Meeting System of the Nomination Committee

Article 6 The Nomination Committee shall meet at least once a year.

Article 7 The notice of any meeting shall be given by hand, facsimile, email or express mail. The notice shall clearly set out the time, place, agenda and attendees of the meeting.

Article 8 The quorum of any meeting of the Nomination Committee shall be at least two thirds of the members; each member shall have one vote.

Article 9 Any resolution put to the vote at a meeting of the Nomination Committee shall be decided on a show of hands, by way of a poll or through telecommunication; any matter discussed at the meeting of the Nomination Committee must be approved by more than one half of the members.

Article 10 The Company shall provide the Nomination Committee sufficient resources to perform its duties. The Nomination Committee may, depending on the matters to be discussed, seek independent professional advice at the Company's expense. It may also invite other directors, the human resources department, as well as other relevant departments and persons of the Company to attend its meetings as non-voting delegates.

Article 11 The Secretary of the Board shall document decisions made on matters discussed at any meeting into resolutions of the meeting, which shall be signed by attendees of the meeting.

Article 12 Minutes shall also be prepared for each meeting of the Nomination Committee, into which dissenting opinions proposed by directors present shall be recorded. Such minutes shall be the reference based on which resolutions are to be adopted. Directors present at the meeting shall have the right to have their comments made at the meeting incorporated into the minutes in the form of descriptive statements. The key points put forward by directors as contained in the minutes of any Nomination Committee meeting shall be kept by the Secretary of the Board as Company files after being reviewed by such directors present at the meeting.

Chapter V Supplementary Provisions

Article 13 The Nomination Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

Article 14 Any matters not covered herein shall be dealt with in accordance with applicable national laws, regulations, the Articles of Association and the Listing Rules. In case of any conflicts between these Rules and any future laws, regulations of the state, the Articles of Association as modified by legal procedures or the Listing Rules, the latter shall prevail and these Rules shall be modified accordingly in a prompt manner.

Article 15 These Rules shall be implemented as of the date of approval by the Board after consideration, and they shall be interpreted and modified by the Board.

* *For identification purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese names shall prevail.*