

Frasers Property (China) Limited
(“Company”)

Executive Committee (“Committee”) – Terms of Reference

Membership

1. The Committee shall consist of not less than four members with appropriate operational experience appointed by the Company’s board of directors (“**Board**”).
2. The Committee Chairman shall be appointed by the Board.

Attendance at meetings

3. The Chief Executive Officer and the Chief Financial Officer shall normally attend the meetings. Other Board members shall also have the right of attendance. In addition, other individuals such department heads and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
4. The company secretary shall be the Committee secretary. In the absence of the company secretary in any meeting of the Committee, Committee shall appoint a nominee to act as the secretary of the meeting of the Committee.

Frequency and proceedings of meetings

5. The Committee normally meets not less than three times a year. Additional meetings should be held as the work of the Committee demands. The Committee Chairman may convene additional meetings at his/her discretion. Notice of the meetings shall be given to all Committee members.
6. The quorum for a meeting shall be two Committee members.
7. Proceedings of meetings of the Committee shall be governed by the provisions of the Company’s Bye-laws.

Duties, powers and functions

8. The Committee’s duties, powers and functions shall be as follows:
 - (a) to advise the Board in formulating policies in relation to the business operations of the Company and its subsidiaries (collectively “**Group**”), and supervise the senior management and key executives of the Company to implement the policies laid down by the Board;
 - (b) to oversee the Group’s compliance with all statutory duties imposed on it under the relevant legislations, rules and regulations;
 - (c) to make recommendations to the Board as to and oversee the management and operation of the Group’s business including strategic plan, annual operating plan, budgets, etc.;

- (d) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
 - (e) to conform to any requirement, direction, regulation that may from time to time be prescribed by the Board or contained in the Company's Bye-laws; and
 - (f) to delegate at any time and from time to time to any person or sub-committee(s) comprising such members as it sees appropriate, any of its powers and functions conferred on it hereunder.
9. The Committee shall be given with sufficient resources to enable it to perform its functions, including the resources for seeking independent legal and professional advice.

Reporting procedures

- 10. The Committee should report to the Board on the findings and recommendations of the Committee on a regular basis.
- 11. The Committee secretary should send the minutes of the Committee meetings to all Committee members for comment and records.

Annual General Meeting ("AGM")

- 12. The Committee Chairman shall attend the AGM and answer questions from shareholders at the AGM. In his/her absence, he/she should nominate another Committee member to attend and answer questions at the AGM.

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