

CIMC ENRIC
CIMC Enric Holdings Limited
中集安瑞科控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3899)

Terms of Reference of Nomination Committee

Composition

1. The Committee shall be appointed by the Board from amongst the Directors and shall consist of at least three members.
2. The Committee shall be chaired by the Chairman of the Board or an Independent Non-executive Director and comprise a majority (that is, not less than two-third of the members) of Independent Non-executive Directors.
3. The chairman of the Committee shall be appointed by the Board.
4. The term of office of each Committee member is subject to the articles of association of the Company.
5. The appointment of a member can be terminated and a new member to fill the casual vacancy may be appointed by the Board by resolutions.
6. No alternate member shall be appointed.

Secretary

7. The Company Secretary (or in his absence, his duly appointed representative or any one member of the Committee) shall be the secretary of the Committee's meetings.

Attendance at meetings

8. Only members of the Committee shall have the right of attendance. Nonetheless, other person(s) such as the human resources officer of the Company and external consultants may be invited to attend any meetings, in part or in whole, where the Committee

considers necessary.

9. Only Committee members shall have the right to vote at meetings.

Frequency and procedures of meetings

10. Meetings shall be held at least once a year. Additional meeting(s) may be held should the Committee members see fit.
11. The chairman of the Committee may convene additional meeting(s) at discretion.
12. The quorum for meetings shall be two Committee members.
13. Procedures of meetings are subject to the provisions set out in the articles of association of the Company.

Annual general meeting

14. The chairman or a member of the Committee shall attend the annual general meeting of the Company to be available to answer questions in relation to the activities and responsibilities of the Committee.

Authority

15. The Committee is authorised by the Board to obtain from any Board members and/or employees of the Company any information in relation to the appointment of Directors for discharging its duties.
16. The Committee is authorised by the Board to have access to independent professional advice (if necessary), at the Company's expense, to perform its responsibilities and invite external parties with relevant experience and expertise to attend meetings (if necessary).
17. The Committee should be provided with sufficient resources to perform its duties.

Responsibilities

18. The primary responsibility of the Committee is to establish a policy in the appointment

of Directors.

Duties, power and functions

19. The Committee shall:

- (a) establish a Directors' appointment policy for the Board's consideration and execute the appointment policy determined by the Board; and
- (b) subject to the general principle of the aforesaid,
 - (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (ii) identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (iii) assess the independence of Independent Non-executive Directors;
 - (iv) make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular for the Chairman of the Board and the chief executive; and
 - (v) comply with the requirements, guidelines and regulations as determined by the Committee from time to time or as stipulated in the articles of association of the Company or as in other laws applicable to the Company.

Reporting procedures

20. The Committee shall report to the Board after each meeting.

21. The secretary of the Committee's meetings shall send to all members of the Committee the draft and final versions of minutes of Committee meetings and of all written resolutions for their comment and records, within a reasonable time after the meeting. The secretary should also regularly report to the Board on the activities of and resolutions and proposals made by the Committee.

22. The chairman of the Committee shall report to the Board on the Committee's findings and recommendations at the Board meeting immediately following a Committee meeting. The Committee shall report to the Board annually on its performance and findings.
23. The report to the Board and minutes of the Committee meetings should be approved by the Committee before submitting to the Board.

Date of first adoption: 23 June 2006

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