



CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1226)

(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (the “Committee”)

(Adopted on 30 March 2012 and amended on 1 September 2013 and 31 December 2018)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “**Board**”), with the majority of the members being the independent non-executive directors of the Company (“**INED**”).
2. The Chairman of the Committee shall be appointed by the Board.
3. The appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board and by the Committee respectively.
4. No alternate member of any member of the Committee can be appointed.

Secretary

5. The Company Secretary of the Company shall be the secretary of the Committee. In the absence of the Company Secretary, his delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

Frequency and Proceedings of Meetings

6. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.
7. The Chairman of the Committee may convene additional meetings at his discretion.
8. The quorum of a meeting shall be two members of the Committee.
9. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company (as amended from time to time).

Responsibilities and Authorities

10. The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time).
11. The Committee shall –
 - (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
 - (b) without prejudice to any requirement under the CG Code:
 - (i) consider the selection criteria of Directors, and develop procedures for the sourcing and selection of members of the Board;
 - (ii) identify candidates suitably qualified to become Board members and select or make recommendations to the Board on the selection of candidates nominated for directorships;
 - (iii) identify and nominate candidates to fill causal vacancies of Directors for the Board’s approval;
 - (iv) review the structure, size and composition of the Board at least annually, considering inter alia the skills, knowledge and length of service, the breadth of expertise of the Board as a whole, and make recommendations to the Board regarding any proposed changes to complement the Company’s corporate strategy;
 - (v) assess the independence of INED;
 - (vi) formulate and review the Board Diversity Policy, discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;
 - (vii) disclose the Board Diversity Policy or a summary of the policy in the Company’s corporate governance report;
 - (viii) make recommendations to the Board on the appointment or re-appointment of directors and the succession planning for Directors, in particular the Chairman and the Vice-Chairman of the Board and the Chief Executive;
 - (ix) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (x) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles of Association of the Company or imposed by law.

12. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should assist the Board to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that the individual can bring to the Board; and
 - how the individual contributes to diversity of the Board.
13. The Committee is to be provided with sufficient resources to discharge its duties and shall have access to independent professional advice, at the Company's expense, if necessary.
14. All members of the Nomination Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

Reporting Procedures

15. The Committee should report to the Board on a regular basis on its decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
16. Minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after the meeting.

In the case of any inconsistency, the English text of the Terms of Reference of the Nomination Committee shall prevail over the Chinese text.