

CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Establishment

1. The board of directors (the 'Board') of China Travel International Investment Hong Kong Limited (the 'Company') resolved to establish a nomination committee (the 'Committee') under the Board on 25 June 2012 pursuant to Article 127 of the Articles of Association of the Company.

Membership

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors. The quorum for a Committee meeting shall be two members.
3. The chairman of the Committee shall be appointed by the Board.
4. The Company Secretary shall be the secretary of the Committee.

Frequency of meetings

5. The Committee shall meet at least once a year. Additional meetings should be held as the work of the Committee demands.
6. In addition, the chairman of the Committee may convene additional meetings at his discretion.

Duties and powers

7. The duties of the Committee shall include:
 - (a) 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;
 - (b) identify suitable individuals 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 general manager of the Company; and
 - (e) develop the criteria and procedures for selection of directors and senior management of the Company, and make recommendations for suitable individuals for the appointment and removal of senior management of the Company.
8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting procedures

9. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee meeting, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.