



## **CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED**

**中國航天萬源國際(集團)有限公司\***

*(在開曼群島註冊成立之有限公司)*

**(股份代號: 1185)**

### **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

#### **1. Constitution**

The Directors of the Company have established a Committee of the Board known as the Nomination Committee pursuant to Article 128 of the Articles of Association of the Company.

#### **2. Membership**

2.1 The Nomination Committee is composed of a minimum of three Directors, a majority of whom shall be Independent Non-Executive Directors.

2.2 Members of the Nomination Committee may only be appointed and removed by the Board.

2.3 The Chairman of the Nomination Committee shall be appointed and removed by the Board and must be the Chairman of the Board or an Independent Non-Executive Director.

#### **3. Quorum**

Unless otherwise agreed by all the members of the Nomination Committee, two members of the Nomination Committee shall be a quorum.

#### **4. Frequency**

The Nomination Committee is to meet as and when required, but not less than once a year.

## **5. Authority**

5.1 The Nomination Committee is authorized to seek independent professional advice to perform its responsibilities at the Company's expenses where necessary;

5.2 The Nomination Committee will be provided sufficient resources to perform its duties.

## **6. Duties and powers**

The Nomination Committee is established with the following duties and powers:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed change to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorship;
- (c) to assess the independence of Independent Non-Executive Directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive.

*(Formed in March 2012)*

*\* For identification purpose only*