

# **CITIC 21CN COMPANY LIMITED**

## **中信21世紀有限公司\***

*(a company incorporated in Bermuda with limited liability)*

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

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#### **A. Constitution**

1. The board of directors (the “Board”) of CITIC 21CN COMPANY LIMITED (the “Company”) has resolved to establish a committee of the Board known as the nomination committee (the “Committee”) and has adopted these terms of reference as the terms of reference for the Committee.

#### **B. Membership**

2. The members of the Committee shall be appointed by the Board from time to time amongst the directors of the Company (the “Directors”) and shall consist of not less than three members, a majority of whom should be independent non-executive Directors.

3. The chairman of the Committee shall be appointed by the Board.

4. The company secretary of the Company shall be the secretary of the Committee. The Committee may, from time to time, appoint any other person with the appropriate qualification and experience as secretary of the Committee.

#### **C. Frequency and Conduct of Meetings**

5. Meetings shall be held at least once a year. The chairman of the Committee shall convene a meeting upon request by any member of the Committee.

6. Notice of any meetings shall be given at least 7 days prior to any such meeting being held, unless all members of the Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the Committee shall be deemed waiver of the requisite length of notice by the said member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days. Meeting papers should be sent in full to all members of the Committee in a timely manner and at least 3 days before the intended date of a meeting of the Committee (or such other period as agreed by its members).

7. The quorum of the Committee shall be any two members of the Committee. Meetings could be held in person, by telephone or by video conference.

8. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

9. Management of the Company is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than is volunteered by the management of the Company, the relevant member of the Committee should make additional necessary enquiries. Each member of the Committee shall have separate and independent access to the management of the Company.

D. Annual General Meeting

10. The Chairman of the Committee, or in his absence, another member of the Committee, or failing which his duly appointed alternate shall attend the annual general meetings of the Company and be available to answer questions thereat on the Committee's activities and its responsibilities.

E. Authority

11. The Committee is authorized by the Board to investigate any activity within these terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

12. The Committee is authorized by the Board to obtain outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Committee shall be provided with sufficient resources to discharge its duties. The Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Committee.

F. Duties

13. The duties of the Committee shall include:

- (a) regularly reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board and making recommendations to the Board with regard to any proposed changes;
- (b) giving full consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;

- (c) formulating and reviewing the policy of diversity of Board members as appropriate;
  - (d) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
  - (e) assessing the independence of independent non-executive Directors;
  - (f) before appointments are made by the Board, evaluating the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointments;
  - (g) keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
  - (h) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
  - (i) developing the criteria for identifying and assessing the qualifications of and evaluating the candidates for directorships;
  - (j) reviewing annually the time required from non-executive Directors and whether the non-executive Directors are spending enough time in fulfilling their duties; and
  - (k) ensuring that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
14. The Committee shall also make recommendations to the Board concerning:
- (a) formulating plans for succession for both executive and non-executive Directors in particular, the chairman and the chief executive officer of the Company;
  - (b) suitable candidates for the role of independent non-executive Directors;
  - (c) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;
  - (d) the re-appointment and appointment of any Director having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

- (e) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract (if applicable); and

G. Reporting procedures

- 15. Full minutes of the Committee's meetings should be and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

- 16. Without prejudice to the generality of the duties of the Committee set out above, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations.

H. Terms available

- 17. The Committee shall make available these terms of reference on request and by inclusion on the websites of The Stock Exchange of Hong Kong Limited and the Company.

\* *For identification purposes only*