



招商局國際有限公司

CHINA MERCHANTS HOLDINGS (INTERNATIONAL) COMPANY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 144)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Formation

1. The Nomination Committee (the “Committee”) was formed pursuant to the board resolution of China Merchants Holdings (International) Company Limited (“the Company”) passed on 29 March 2012.

Composition and Quorum

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors.

Members : The Committee shall consist of not less than 3 members.

Quorum : 2

3. The Chairman of the Committee shall be appointed by the board and should be the chairman of the board or an independent non-executive director.
4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

Authority

5. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
6. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

7. The duties of the Nomination Committee shall be:

- (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 changes to the board to complement the Company's corporate strategy.
- (b) To identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships.
- (c) To assess the independence of independent non-executive directors.
- (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.
- (e) To consider other topics as defined by the board.

29 March 2012