

# **CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED**

**(the “Company”)**

## **TERMS OF REFERENCE**

**OF**

## **NOMINATION COMMITTEE**

Adopted by the board on 22 February 2012.

### **Constitution**

1. The board (the “Board”) of directors of the Company (the “Directors”) has resolved to establish a committee of the Board for the nomination of directors, such committee to be known as the Nomination Committee (the “Committee”).

### **Membership**

2. The members of the Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, the majority of whom should be independent non-executive Directors.
3. The Board shall appoint the Chairman of the Committee (the “Committee Chairman”) who should be the Chairman of the Board or an independent non-executive Director. In the absence of the Committee Chairman and an appointed deputy, the remaining members present shall elect one of themselves, who should be an independent non-executive Director or the Chairman of the Board, to chair the meeting.

### **Frequency of meetings**

4. The Committee shall meet at least annually and at such other times as the Committee shall require. The Committee Chairman or any other member may convene a meeting of the Committee whenever he considers necessary.

### **Quorum**

5. The quorum necessary for physical meetings and meetings held through electronic means shall be two members who are independent non-executive Directors.

### **Authority**

6. The Committee reports directly to the Board.
7. The Committee is authorised by the Board to determine the policy for the nomination of directors, to set out the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship.

8. The Company shall provide the Committee with sufficient resources to perform its duties and the President of Human Resources & Administration Department of the Company shall provide advice to the Committee if required. In addition, if the Committee considers necessary, it should seek independent professional advice, at the Company's expense, to perform its responsibilities.

### **Duties**

9. The duties of the Committee are:
  - (a) to formulate the nomination policy for the Board's consideration and approval and to implement accordingly;
  - (b) 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;
  - (c) 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. Sufficient biographical details of nominated candidates shall be provided to the Board to enable them to make informed decisions;
  - (d) to identify and nominate candidates to fill casual vacancies (as and when they arise) for the approval of the Board;
  - (e) to assess the independence of independent non-executive Directors;
  - (f) 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;
  - (g) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - (h) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

### **Reporting Procedure**

10. The Company Secretary of the Company shall be the secretary of the Committee.
11. Full minutes of the meetings of the Committee should be kept by the secretary. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after each meeting.

12. The secretary shall circulate the minutes of meetings and resolutions of the Committee to all members of the Board.
13. The Committee shall, unless there are legal or regulatory restrictions from doing so, report its decisions or recommendations to the Board on a regular basis, normally at the next meeting of the Board following a meeting of the Committee.

**Annual General Meeting**

14. The Committee Chairman or in his absence, another member of the Committee, shall attend the annual general meeting of the Company so as to be available to answer questions from the shareholders of the Company on matters within the scope of duties of the Committee.

**Publication of These Terms of Reference**

15. A copy of these Terms of Reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.