



CIMC-TianDa Holdings Company Limited

中集天達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 445)

Terms of Reference for the Nomination Committee

The terms of reference for the Nomination Committee (the “**Committee**”) of the board of directors (the “**Board**”) of CIMC-TianDa Holdings Company Limited (the “**Company**”) are as follows:

1 Composition

- 1.1 The Committee shall comprise a minimum of three members, who shall be appointed by the Board from time to time. Majority of the members of the Committee must be independent non-executive directors.
- 1.2 The Committee shall be chaired by the chairman of the Board or an independent non-executive director.
- 1.3 The company secretary of the Company or a person designated by the Committee from time to time shall act as the secretary of the Committee.

2 Meetings and Quorum

- 2.1 The Committee shall meet at least once a year.
- 2.2 The quorum of a Committee meeting shall be two members.
- 2.3 Any member of the Committee may attend any meeting of the Committee by means of telephone conference, electronic or other communication equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantly and, for the purpose of counting a quorum, such attendance shall constitute presence at a meeting as if those attending were present in person.
- 2.4 The proceedings of the meetings of the Committee are governed by the provisions contained in the Articles of Association of the Company for regulating the proceedings of the Board.

3 Authority

- 3.1 The Committee is authorized by the Board to conduct investigations within its terms of reference. It is authorized to obtain any information necessary from any employee of the Company and its subsidiaries (collectively referred to as the “**Group**”).
- 3.2 The Committee should have access to independent professional advice if necessary and be provided with sufficient resources to perform its duties.

4 Duties

- 4.1 To review the structure, size, composition and diversity (including without limitation, gender, age, ethnicity, cultural and educational background, industry and professional experience, skills, knowledge and length of service) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.
- 4.2 To implement and review the board diversity policy, as appropriate, recommend any revisions of the board diversity policy to the Board; review the measurable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives; and disclose the board diversity policy or a summary of such policy, in particular, the measurable objectives that it has set for implementing the board diversity policy and the progress on achieving the objectives and its review results in the Company’s corporate governance report annually.
- 4.3 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.
- 4.4 To assess the independence of independent non-executive directors and review the independent non-executive Directors’ annual confirmations on their independence; and make disclosure of its review results in the Corporate governance report in the Annual Report of the Company.
- 4.5 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 of the Company.
- 4.6 To address and deal with other matters that may be delegated by the Board to the Committee.

5 Reporting

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