



MUDAN AUTOMOBILE SHARES COMPANY LIMITED\*

牡丹汽車股份有限公司

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8188)**

**(the "Company")**

## **Nomination Committee – Terms of Reference**

### **Members**

1. The Committee shall have at least 3 members ("Members").
2. All Members shall be appointed and removed by the Board.
3. The majority of the Members shall be Independent non-Executive Directors ("INEDs").
4. The Chairman of the Committee shall be the Chairman of the Board or an INED who shall be appointed by the Board.

### **Secretary**

5. The Company Secretary of the Company shall act as the Secretary of the Committee.
6. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

### **Meetings**

7. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
8. The quorum of a meeting shall be two Members or 50% of the Members who are entitled to vote at the meeting, whichever is the higher.
9. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.

10. Meetings can be held in person, by telephone or by tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants.
11. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
12. The Secretary of the Committee shall keep minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee shall be sent to all Members for their comment and record within a reasonable time after each meeting.
13. The Committee may, from time to time, invite the Chairman of the Board, Executive Director, external advisers and/or other persons as may be considered by the Committee to be appropriate to attend all or any part of any meetings, and such invitation(s) shall be coordinated by the Secretary of the Committee. However, only Members are entitled to vote at the meetings.

### **Annual General Meeting**

14. The chairman of the Committee or (if absent) the other member of nomination committee (must be an INED) should attend the annual general meeting of the Company, handled the shareholders' enquiry on the activities and responsibilities related to the nomination committee.

### **Authority and Duties**

15. The Committee is authorized by the Board to deal with all matters in relation to the appointment of members of the Board, including making recommendation to the Board for such steps or action to be taken to comply with relevant requirements under the GEM Listing Rules.
16. The Committee is authorized by the Board to seek any relevant information and all requisite resources (including without limitation, independent professional advice) from the Company or from external resources at the cost of the Company and to do all such things as to enable the Committee to perform its duties and responsibility.

17. The Committee shall have the following duties:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become members of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (iii) to assess the independence of INEDs and proposed INEDs;
- (iv) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the General Manager of the Company;
- (v) to make available its terms of reference to any requesting party without charge and include the same on the GEM website and the Company's website;
- (vi) the Chairman of the Committee or in his/her absence, another Member (who must be an INED) of the Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Committee's activities and responsibilities; and
- (vii) any other duties applicable to the Committee as specified in the GEM Listing Rules (including the code provisions of the Corporate Governance Code) or as delegated to the Committee by the Board from time to time.

## **Reporting Procedures**

18. The Committee shall report to the Board of its findings and recommendations.

March, 2012

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*\* For identification purpose only*