CHINA MEIDONG AUTO HOLDINGS LIMITED
中國美東汽車控股有限公司

Terms of reference of
the Nomination Committee of the Board of Directors
董事會提名委員會職權範圍

CHINA MEIDONG AUTO HOLDINGS LIMITED
中國美東汽車控股有限公司

(the "Company" and "本公司")
(Stock Code: 1268)
(股份代號：1268)

Terms of reference of the Nomination Committee (the "Committee") of the Board (the "Board") of Directors (the "Directors") of the Company
本公司董事(「董事」)會(「董事會」)提名委員會(「委員會」)權責範圍

(中文本為翻譯稿，僅供參考用)

1. Organisation 組織

1.1 Members ("**Members**") of the Committee shall be appointed or removed by the Board from among the Directors. If any Member ceases to be a Director, he/she will cease to be a Member automatically.

委員會的委員(「**委員**」)由董事會委任及罷免，委員均須為董事。委員如一旦不再擔任董事將自動失去委員資格。

1.2 The majority of the Members shall be independent non-executive Directors. At least one Member should be a different gender.

委員會過半數成員須為獨立非執行董事。至少一名委員應為不同性別。

1.3 The chairperson of the Committee shall be appointed by the Board, and shall be the chairperson of the Board or an independent non-executive Director.

委員會主席由董事會委任，須為董事會主席或獨立非執行董事。

1.4 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, the Members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。當委員會秘書缺席時，出席會議的委員可從他們當中互選或委任另一人作為該次會議的秘書。

2. Meetings of the Committee

委員會會議

2.1 Notice of meeting:

會議通知：

(a) Unless otherwise agreed by all the Members, at least seven days' prior notice shall be given for any meeting of the Committee to be convened and the meeting agenda shall be circulated to the Members. Notice of meeting shall state the purpose, time and place of the meeting.

(a) 除非全體委員同意，召開委員會的會議通知期及會議議程，應不少於七天。該通知應發給每名委員。會議通知須說明開會目的、開會時間、地點。

Such notice may be sent to each Member in person, by mail, by email, by facsimile transmission, other electronic means, or in such other manner as the Members may from time to time determine (at the telephone, facsimile, address, email address or other electronic means from time to time notified to the secretary by such Member).

召開會議通知可必以親身、郵寄、電子郵件、傳真、其他電子方式，或以委員不時議定的其他方式發出(以該成員不時通知秘書的電話號碼、傳真號碼、地址、電子郵箱或其他通訊方式為準)。

Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

口頭方式作出的任何會議通知，應儘快(及在會議召開前)以書面方式確實。

Irrespective of the length of notice being given, attendance of a Member at a meeting constitutes a waiver of such notice unless the Member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been properly convened.

不論通知期長短，委員出席會議將被視為其放棄受到足期通知的權利，除非出席該會議的委員的目的為在會議開始之時，明確地以會議沒有得到正確地召開為理由，反對會議處理任何事項。

An agenda together with other documents which may be required to be considered by the Members for the purposes of the meeting should generally be delivered to all Members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all Members may agree).

議程及隨附有關文件一般在預期召開委員會會議前七天(無論如何不少於三天)(或其他所有委員同意的其他時段)送達委員參閱。

2.2 **Invitations:** The Committee could invite any Directors, advisers or other individuals to attend the meetings but such person is not entitled to vote at the meetings.

邀請:委員會可邀請董事、顧問和其他人士參加會議。但該等人士無權在會議上投票表決。

2.3 **Quorum:** The quorum of a Committee meeting shall be two Members and a majority of which shall be the independent non-executive Directors.

法定人數:委員會會議法定人數為兩位成員,而大部份出席的成員須為獨立非執行董事。

2.4 **Frequency:** At least one meeting of the Committee shall be held in each calendar year.

開會次數:委員會每年須至少召開一次會議。

2.5 A Member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting.

任何委員會成員可(而委員會秘書應任何委員會成員的請求時應該)於任何時候召集委員會會議。

2.6 **Conducting the meeting:** Meetings may be held in person, or by means of a conference telephone or other communication equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously, to the extent not contravening the Company's memorandum and articles of association, and law and rules of stock exchange(s) on which the Company's securities are listed (where applicable). Participation in a meeting by such means shall constitute presence in person at such meeting for the purpose of counting a quorum.

會議方式:在不違反本公司的組織章程大綱及細則、及法律及本公司證券上市的證券交易所規則(如適用)的前提下,會議可由委員會成員親身出席,或以電話會議、或其他容許所有參與會議的人士能夠同時及即時彼此互相溝通的電子或通訊設備舉行。以此等方式參加會議應被視為已親身出席該會議。

2.7 **Resolutions:** Any resolution shall be passed by the majority votes of the Members who attend the meeting. With written consent by all Members, resolutions of the Committee could be passed by written resolution.

決議：委員會決議案須由出席會議的過半數以上的多數票通過方為有效。在所有委員皆同意的情況下，可以書面決議方式通過決議。

2.8 A Committee member may not appoint any alternate.

委員會成員不能委任代表。

3. Resources

資源

The Committee shall be provided with sufficient resources to enable it to perform its duties including, where necessary, resources for seeking independent professional advice.

委員會應獲充足資源以履行其職責，包括(如有需要)獨立專業意見的資源。

4. Duties of the Committee

委員會的職責

The duties of the Committee are as follows:

委員會的責任為：

(a) review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及多元化)，協助董事會編製董事會技能矩陣，並就任何為配合本公司策略而擬對董事會作出的變動提出建議；

(b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；

(c) to assess the independence of the independent non-executive Directors;

(c) 評核獨立非執行董事的獨立性；

(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;

(d) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃董事會提出建議;

(e) support the Company's regular evaluation of the Board's performance; and

(e) 支援本公司定期評估董事會的表現;及

(f) such duties assigned to the Committee under law and rules of the stock exchange(s) on which the Company's securities are listed (if any).

(f) 法律及本公司證券上市的證券交易所規則歸屬於委員會的責任(如有)。

5. Minutes **會議紀錄**

5.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. A Member shall not be counted towards the quorum and should abstain from voting on any resolution of the Committee in which he/she has a material interest unless allowed in the Company's memorandum and articles of association and/or in the Listing Rules.

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。除非本公司的組織大綱及章程細則及/或上市規則下容許,委員在其有重大利益的有決議應不計入法定人數內並應放棄投票。

5.2 Minutes of meetings shall be sent to Members and be kept by the secretary of the Committee.

會議紀錄應發送委員會成員、並由正式委任的會議秘書保存。

6. Reporting **匯報**

The Committee shall report to the Board on the Committee's findings and recommendation within its duties, unless restricted by law or regulations.

委員會應向董事會匯報委員會責任範圍下的結果及建議(受法律法規所限的除外)。

7. Annual general meeting

The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting.

股東周年大會

委員會的主席，或在委員會主席缺席時由另一名委員(或如該名委員未能出席，則其適當委任的代表)應出席本公司的股東周年大會，並在股東周年大會上回應問題。

8. Continuing application of the articles of association of the Company

The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

本公司組織章程細則的持續適用

就前文未有作出規範，但本公司組織章程細則作出了規範的董事會會議程序的規定，在可行的情況下適用於委員會的會議程序。

9. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

10.	**Interpretation**	**解釋權**
10.1	Interpretation of these terms of reference shall belong to the Board.	本職權範圍解釋權歸董事會。
10.2	In case of any inconsistency between the Chinese version and the English version of this terms of reference, the English version shall prevail.	本職權範圍解的中英文版本如有任何不一致之處，以英文版本為準。
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