CHINA AEROSPACE INTERNATIONAL HOLDINGS LIMITED
中國航天國際控股有限公司
(於香港註冊成立的有限公司)
(股份代號：31)

Nomination Committee
Terms of Reference

Establishment

The Committee is established pursuant to a resolution passed by the Board of Directors of China Aerospace International Holdings Limited (the "Company") on 26 March 2012.

Membership

Members of the Committee shall be Directors of the Company, the majority of whom shall be Independent Non-Executive Directors, and shall include at least one member of a different gender.

Quorum	:	any two Committee Members
Chairman	:	shall be appointed by the Board and shall be the Chairman or an Independent Non-Executive Director of the Company
Secretary	:	being the Company Secretary

Meetings and proceedings of the Nomination Committee shall be regulated under the procedure of board meetings as stipulated in the Articles of Association of the Company.

Meeting

1. Meetings shall be held at least once annually and at any other time under the instruction of the Committee Chairman.

2. Meetings may be held by ways of physical attendance, telephone conference, video conference etc. However, mutual and direct communications during the meetings shall be ensured.

3. Resolutions put forward to the meeting shall be passed by majority votes of the attending Committee members. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

4. Written resolutions being signed by all members of the Nomination Committee shall be deemed to be as valid and effective as the same as being passed in a physical meeting.

5. According to necessity, the Chairman of the Nomination Committee may request the attendance of the management, or if necessary, invite the attendance of external professionals with relevant experience and expertise.

Authority

1. The authority of the Committee is authorized by the Board. Therefore, unless constrained by laws or rules and regulations, the Committee shall report its decisions or advices to the Board. Being authorized by the Board, the Committee may consult independent professional opinion if considers necessary.

2. The Company shall ensure the Committee with the provision of adequate resources. The Board also authorizes the Committee to seek legal or other independent professional opinion, if necessary, at the cost of the Company.

Duties

Duties of the Nomination Committee are as follows:

1. To review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, or professional experience) 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;

2. 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;

3. To assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of other listed issuers and other significant external time commitments of such director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;

4. To assess the independence of Independent Non-Executive Directors;

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;

6. To support the Company's regular evaluation of the Board's performance;

7. To review the Directors' Nomination Policy, Board Diversity Policy, as appropriate, review the objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives, and make disclosure of its review results in the Corporate Governance Report annually; and

8. Any other matters so determined by the Board.

Reporting Responsibility

1. The Chairman or any specified member of the Nomination Committee shall report to the Board of what have been discussed after each Committee meeting.

2. The Chairman or specified member of the Nomination Committee has the responsibility of attending each general meeting and answer any questions relating to the Committee matter.

Minutes of the meeting

1. The Company Secretary shall circulate minutes of meeting approved by the Committee to all members of the Board.

2. The Company Secretary shall keep all minutes of the meetings.