

**CHINA INVESTMENT FUND COMPANY LIMITED**  
**中國投資基金有限公司\***

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**Terms of reference of  
the Nomination Committee of the Board of Directors**

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中 國 投 資

## CHINA INVESTMENT FUND COMPANY LIMITED

### 中國投資基金有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00612)

## China Investment Fund Company Limited (the “Company”)

### Terms of Reference for the Nomination Committee

#### Constitution

1. The Nomination Committee was established by the Board on 30 March 2012.
2. These terms of reference of the Nomination Committee were adopted by the Board on 30 March 2012. The Board has the authority to review and amend these terms of reference from time to time.

#### Membership

3. The members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors. Two Members shall form a quorum of the Committee.
4. The Chairman of the Committee shall be appointed by the Board and should be the chairman of the Board or an independent non-executive director. In his absence, members present may elect any member to chair a Committee meeting.

#### Term

5. The Board shall determine the term of each Member. If a Member ceases to be a Director, then his office as a Member shall *ipso facto* cease.

#### Attendance

6. The Company Secretary shall act as the secretary of the Committee and shall be responsible for taking minutes of each Committee meeting.
7. At the invitation of the Committee, the Chairman of the Board and/or Managing Director, external advisers and other persons may be invited to attend all or part of

any meetings. Only Members of the Committee are entitled to vote at the meetings.

### **Frequency of Meetings**

8. Meetings shall be held at least once a year and when required or as requested by the director of the Company. The members of the Committee may adopt from time to time the procedure governing the convening of the Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee.

### **Notice of Meetings**

9. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the chairman of the Committee. Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine. Any notice given orally shall be followed by confirmation in writing before the meeting.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than 7 days before the date of the meeting. Supporting papers shall be sent to the Committee members and to the other attendees at least 3 days in advance of the meeting (or other agreed period).

### **Proceedings of Meetings**

10. Except as outlined above, meetings of the Committee shall be conducted in accordance with the provisions of the Company's articles of association governing the proceedings of the Directors of the Company.

### **Authority**

11. The Committee is authorized by the Board to deal with any activity within its terms of reference. It is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties; and all employees are directed to co-operate with any request made by the Committee.
12. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary at the Company's expenses.

### **Duties**

13. The duties of the Committee shall be:

- (a) 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;
- (b) 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;
- (c) to assess the independence of the independent non-executive directors; and
- (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.

#### **Minutes of Meetings**

- 14. Full minutes of the Committee's meeting shall be kept by the Secretary and shall be open for inspection at any reasonable time on reasonable notice by any Director. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records, within a reasonable time after such meetings are held.
- 15. The secretary of the Committee shall circulate to all Directors the final versions of Committee meeting minutes once approved by the Committee.
- 16. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member.

#### **Reporting Procedures**

- 17. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee shall report the Committee's decisions or recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so.

#### **Annual General Meeting**

- 18. The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholders' questions on the Committee's activities.

#### **Other Procedures**

19. The Chairman of the Committee, in consultation with the Committee Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. For regular board meetings, and as far as practicable in all other cases, an agenda and accompanying board papers should be sent, in full, to all directors. These should be sent in a timely manner and at least 3 days before the intended date of board committee meeting. The Chairman of the Committee shall report at the forthcoming regular board meeting any key decisions made by the Committee and shall table before the Board an index of meetings and issues discussed.
20. The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.
21. Unless otherwise defined, terms and expressions used herein shall have the same meanings as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

#### **Continuing application of the articles of association of the Company**

22. The articles of association of the Company regulating the meetings and proceedings of the directors of the Company 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.

#### **Powers of the Board**

23. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments 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 or revoked.

#### **Language**

24. If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

*\*for identification purposes only*