



潤 迅 通 信 國 際 有 限 公 司

China Motion Telecom International Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 989)

NOMINATION COMMITTEE TERMS OF REFERENCE

(Adopted by the Board of Directors on 20 July 2005)

Constitution

1. The Board hereby acknowledges the formal establishment of a Committee of the Board known as the Nomination Committee on 20 July 2006.

Membership

2. The members of the Committee shall be appointed by the Board and shall consist of a minimum of three (3) members, a majority of whom should be independent non-executive directors; and
3. The Chairman of the Committee shall be appointed by the Board.

Attendance at meetings

4. The Committee may invite other members of the Board or any other person it deems appropriate to attend the meetings; and
5. The company secretary or any person assigned by the Chairman of the Committee shall be the secretary of the Committee.

Frequency of meetings

6. Meetings shall be held at least once a year and at such other times as the Chairman of the Committee shall require.

Proceedings of meetings

7. Notice of meeting shall be given at least 14 days prior to such meeting to be held, unless all Members unanimously agree to waive such notice;
8. The quorum necessary for the transaction of the business of the Committee shall be two, one of whom shall be an independent non-executive director;

9. The members of the Committee may participate in any meetings either in person or by means of a conference telephone or other electronic means of communications;
10. The secretary of the Committee shall record the minutes of the meeting of the Committee in sufficient details the matters considered by the Committee and decisions reached and any concerns raised by any members including dissenting views. Draft and final versions of the minutes of the meetings should be circulated to all members of the Committee for comment and records respectively, in both cases within a reasonable time after the meeting;
11. Written resolutions signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held;
12. Minutes of the meetings and written resolutions of the Committee shall be kept by the secretary of the Committee and such minutes and written resolutions shall be open for inspection at any reasonable time on a reasonable notice by any member of the Committee or any director of the Company; and
13. Unless otherwise provided herein, the meetings and proceedings of the Committee shall be governed by the provisions of the Company's Bye-laws for regulating the meetings and proceedings of the Board.

Annual General Meeting

14. The Chairman of the Committee or in the absence of the Chairman, another member of the Committee or failing this his duly appointed delegate, shall attend the Company's annual general meeting and be prepared to answer questions of the shareholders on the Committee's activities thereat.

Authority

15. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee;
16. The Committee is authorised by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and
17. The Committee shall be provided with sufficient resources to discharge its duties.

Duties

18. The duties of the Committee shall be:

- (a) to formulate and implement nomination policy for consideration of and approved by the Board;
- (b) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (c) 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;
- (d) to assess the independence of independent non-executive directors, having regard to the requirements under the Listing Rule;
- (e) to make recommendations to the board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer’
- (f) to undertake an annual performance evaluation of the Board;
- (g) to report to the Board on all of the above matters; and
- (h) to consider other matters, as defined by the Board.

Reporting procedures

- 19. The Committee shall regularly report to the Board concerning its activities and all the matters set out above or any other matters as set out in the code provisions of the Code on Corporate Governance Practices in Appendix 14 of the Listing Rules; and
- 20. The secretary of the Committee shall circulate the minutes of meetings or written resolutions and reports of the Committee to all members of the Committee as well as of the Board after the meeting.

Publication of Terms of Reference

- 21. The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board, at the Company’s website.