

MONGOLIA INVESTMENT GROUP LIMITED

蒙古投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(the “Company”)

(“公司”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

ADOPTED BY THE BOARD ON 25 FEBRUARY 2006

董事會於2006年2月25日採納的提名委員會職權範圍

1 Membership

成員

- (a) The Nomination Committee (hereinafter referred to as the “Committee”) shall consist of the chief executive officer and two independent non-executive directors (“INEDs”) of the Company. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) from time to time.

提名委員會〔以下稱為“委員會”〕須由兩名獨立非執行董事及行政總裁組成。委員會的組成必須遵守香港聯合交易所有限公司不時的證券上市規則〔“上市規則”〕的要求。

- (b) The chairman of the Committee shall be a member of the Committee appointed by the Board of Directors (“Board”).

委員會的主席必須由董事會委任的委員會成員擔任。

2 Secretary

秘書

The secretary of the Committee shall be one of the joint company secretaries of the Company.

委員會的秘書必須由公司的其中一位聯席公司秘書擔任。

3 Quorum

法定人數

The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.

委員會會議的法定人數為兩人，其中一人必須為獨立非執行董事。

4 Frequency of meetings **會議的次數**

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

委員會會議應每年召開不少於1次。委員會的主席或任何兩名委員會成員可以在其認為有需要時要求召開委員會會議。委員會會議須按委員會主席的指示，由委員會的秘書作出安排。

5 Attendance at meetings **出席會議**

- (a) At all times the chairman of the Board shall be notified in advance of all meetings of the Committee.

在任何時候，委員會的所有會議的舉行應事先通知董事會主席。

- (b) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會的成員可以透過會面，電話或在參與會議的所有人能夠聽見對方的情況下以其它相似的通訊設備參加委員會會議。根據本條款參加會議將構成以個人方式參加該會議。

6 Committee's resolutions **委員會的決議**

A resolution in writing 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 and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會的所有成員簽署的書面決議是有效及有作用的，有關書面決議將視作為於委員會會議上通過。有關書面決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。有關書面可以傳真方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

7 Authorities

授權

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.

委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary.

委員會已獲董事會授權，如委員會認為有需要，可徵詢獨立法律或其他獨立專業意見及確保擁有有關經驗及專業的獨立專業人士出席會議。聘請有關專業人士之合理費用由公司支付。

- (c) The authority of the Committee should be provided upon request from the shareholders and the role of the Committee should be explained in the Corporate Governance Report in the Annual Report of the Company.

委員會的權限必須在有股東提出要求時提供，並在上市公司年報中的《企業管治報告》中解釋委員會的角色。

- (d) The Committee is to be provided with sufficient resources to discharge its duties. App 14-A.4.7

委員會應獲供給充足資源以履行其職責。

- (e) Where the Committee proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

若委員會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因。

8 Duties 職責

App 14-
A.4.5

The duties of the Committee shall be :

委員會的職責必須是：

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding any proposed changes;

最少每年就董事會的架構、人數及組成〔包括技術、知識及經驗〕作出檢討及對任何有關變更向董事會作出建議；

- (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;

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 independent non-executive directors;

評核獨立非執行董事的獨立性；

- (d) 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;

就董事委任或重新委任以及董事〔尤其是主席及行政總裁〕繼任計劃的有關事宜向董事會提出建議；

- (e) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;

進行任何使委員會能履行董事會賦予委員會的權力和功能的事情；

- (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and

遵守董事會不時發出的要求、指引及規則或公司的內部憲法或上市規則或任何適用的法律；及

- (g) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company. App 14-E.1.2

確保委員會主席，或如主席缺席時由另一位委員會成員代替或在沒有其它委員會成員出席的情況下授權委派另一代表在公司的周年股東大會上回答有關問題。

9 Reporting Procedures **報告程序**

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

委員會必須向董事會作出報告。在委員會的會議／書面決議之後的下一個董事會，公司秘書應向董事會呈交委員會會議紀錄／書面決議的副本。該會議記錄或書面決議應訂明委員會的調查結果、建議及決定。

10 Availability and update of the terms of reference **職權範圍的可公開性及更新**

App 14-A.4.6

- (a) These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.

當有需要時，本職權範圍應就環境及法定要求〔如，上市規則〕的變更而作出更新及修改。

- (b) These terms of reference shall be available upon request by shareholders.

本職權範圍應在股東要求時提供給股東。