



北京京客隆商業集團股份有限公司

**BEIJING JINGKELONG COMPANY LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 814)**

## **Terms of Reference of the Nomination Committee**

### **I、 Establishment**

The Nomination Committee (the “Committee”) was established pursuant to a resolution passed by the board of directors (the “Board”) of the Company at its meeting held on 29<sup>th</sup> July 2005.

These Terms of Reference of the Committee were approved by the Board on 29 July 2005 and were amended after the approval by the Board on 23 March 2012.

### **II、 Membership**

- 1、 The Committee shall consist of three members (“**Members**”) who must be Directors. All Members shall be appointed by the Board, and could be removed pursuant to the Board’s sole discretion. The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “**Listing Rules**”) or any legal requirements.
- 2、 The majority of the Members shall be independent non-executive Directors.

### **III、Chairman**

The chairman of the Committee shall be appointed or removed by the Board. The chairman of the Committee shall be an independent non-executive Director.

### **IV、Secretary**

- 1、 The company secretary of the Company shall be the secretary of the Committee.
- 2、 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

### **V、Authority**

- 1、 The Committee shall report to the Board directly.
- 2、 If necessary in the performance of its duties, the Committee should seek independent professional advice and may, if it considers necessary, invite other persons with the relevant experience and expertise to attend the meeting of the Committee , at the Company's expense. Arrangement to seek independent professional advice may be made through the company secretary.
- 3、 The Committee should be provided with sufficient resources to perform its duties.

### **VI、Responsibility**

The Committee shall have the following responsibilities:

- 1、 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 2、 identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on selection of individuals nominated for directorships;
- 3、 assess the independence of the independent non-executive directors; and

- 4、 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive.

## **VII、 Reporting**

- 1、 The Committee should report its resolutions and recommendations to the Board, except for those limited by any laws or regulations.
- 2、 The secretary of the Committee shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

## **VIII、 Committee meetings**

### **1、 Frequency of meetings**

The Committee must meet at least once per year, and convene more meetings upon the Committee's request.

### **2、 Notice**

Notice of any meetings has to be given at least 5 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice is not required if adjournment is for less than 5 days.

### **3、 Quorum**

The quorum for meetings of the Committee shall be:

- (1) 2 Members; and
- (2) the majority of the Members present must be independent non-executive Directors.

#### **4、Resolutions**

Resolutions of the Committee shall be passed by a simple majority of votes at any meeting or through unanimous written resolutions. Meetings may be held in person, by telephone conference or video conference.

#### **5、Meeting minutes**

Full minutes of the Committee meetings should be kept by the secretary of the Committee. Draft and final versions of minutes of the Committee meetings should be sent to all Members for their comment and records within a reasonable time after the meeting.

All minutes of Committee meetings shall be delivered to the Members and other members of the Board at the same time.

#### **IX、Annual general meeting**

The chairman of the Committee or, in his/her absence, another Member, shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Committee's activities and its responsibilities.

#### **X、Effective date, amendments and publication of these Terms of Reference**

- 1、These Terms of Reference shall come into effect on the date when they are approved by the Board.
- 2、Any amendments to these Terms of Reference shall be recommended by the Committee and come into effect on the date when they are approved by the Board.
- 3、In case of any inconsistency or ambiguity between the English version and the Chinese version, the Chinese version shall prevail.

- 4、 The Terms of Reference will be included on the respective official websites of the Hong Kong Exchanges and Clearing Limited and the Company.
- 5、 A person may obtain a copy of these Terms of Reference free of charge by making a written request to the company secretary.

*\*For identification purposes only*