



LONKING HOLDINGS LIMITED

中國龍工控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3339)

Terms of Reference for Nomination Committee

1. Purpose

The purpose of the nomination committee (the “Nomination Committee”) of Lonking Holdings Limited (the “Company”) is to assist its board of directors (the “Board”) in identification of suitable individuals qualified to become Board members, review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.

2. Membership

2.1 The Nomination Committee shall comprise a minimum of three members who shall be appointed by the Board. The majority of the members of the Nomination Committee shall be independent non-executive directors of the Company. The quorum of the meetings of the Nomination Committee shall be two members.

2.2 The chairman of the Nomination Committee (the “Chairman”) shall be appointed by the Board and shall be either the chairman of the Board or an independent non-executive director of the Company.

3. Secretary

3.1 The company secretary of the Company (or his/her delegate) shall be the secretary of the Nomination Committee.

3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

4. Meetings

- 4.1 The Nomination Committee shall meet at least annually or more frequently if circumstances require.
- 4.2 The Chairman shall preside at all meetings of the Nomination Committee. In the absence of the Chairman, the remaining members present shall elect one of themselves (who shall be the chairman of the Board or an independent non-executive director) to chair the meeting.

5. Authority

- 5.1 The Nomination Committee is authorised by the Board to seek any information it requires from management of the Company in order to perform its duties.
- 5.2 The Nomination Committee is authorised by the Board to obtain independent professional advice if necessary.
- 5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

6. Responsibilities and Duties

The Nomination Committee shall perform the following duties:

- 6.1 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;
- 6.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 assess the independence of independent non-executive directors of the Company; and
- 6.4 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 of the Company.

7. Reporting Procedures

- 7.1 The Nomination Committee shall enhance and assess its effectiveness and the adequacy of its terms of reference on an annual basis and recommend any proposed changes to the Board.
- 7.2 Full minutes of the meetings of the Nomination Committee should be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of meetings should be sent to all members of the Nomination Committee for their comment and records within reasonable time after the meeting. Final versions of the minutes of meetings of the Nomination Committee shall be sent to all Board members as soon as practicable after the conclusion of any meeting of the Nomination Committee.

8. Annual General Meeting

The Chairman, or in his/her absence, another member of the Nomination Committee, or failing this his/her duly appointed delegate shall attend the annual general meetings of the Company prepared to respond to any shareholder questions at the meeting.

* *for identification purposes only*