

China Agri-Industries Holdings Limited 中国粮油控股有限公司
 Corporate Governance Manual for the Board of Directors 董事会企业管治手册
 Adoption Date 采纳日期: 16/10/2009

Section 部分	Regulation 条文	Date of adoption 采纳日期	Date of last amendment 最后修订日期
5.	Terms of reference – Nomination Committee 职权范围 - 提名委员会	16/02/2007	

Constitution

1. The board of the directors (the “Board”) hereby resolves to establish a committee of the Board to be known as the Nomination Committee (“the Committee”).

Objective

2. To run an effective Board, it is necessary for the Company to go through a formal, fair and transparent process of reviewing the balance and effectiveness of the Board, identifying the skills needed and appointing those who can provide them to the Board. The main objective of the Committee is to lead the process for board appointments, and to identify and nominate suitable candidates for appointment to the Board.

Membership

3. The Committee shall comprise not less than three members to be appointed by the Board, with the majority of whom being independent non-executive directors.
4. The chairman of the Committee shall be one of the independent non-executive directors on the Committee, or shall be the chairman of the Board, who shall be a non-executive director.
5. Appointment to the Committee shall be for a period of up to three years subject to extension.

Quorum

6. A quorum shall be two members.

Attendance at meetings

7. Members shall participate in meetings of the Committee either in person or by means of a conference telephone or similar communications equipment.

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8. Meetings of the Committee shall be chaired by the chairman of the Committee. In the absence of the chairman of the Committee or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the Committee when it is dealing with his or her own succession as chairman of the Board.
9. Only members of the Committee have the right to attend meetings of the Committee. However, the Committee may invite executive directors and/or other persons to attend part or whole of its meetings as necessary to assist it to discharge its duties.

Committee secretary

10. [The company secretary of the Company] shall act as the secretary of the Committee (the “Secretary”).

Frequency of meetings

11. Regular meetings of the Committee shall be held at least once during a financial year and at such other times as the chairman of the Committee shall require.

General meetings

12. The chairman of the Committee or his nominee shall attend the Company’s annual general meeting and special general meeting and be prepared to respond to shareholders’ questions in relation to the nomination of directors.

Arrangement for and notices of meetings

13. Meetings of the Committee shall be called by the Secretary as instructed by the chairman of the Committee, or requested by the Board.

14. Unless otherwise agreed, notices for regular meetings of the Committee setting out the venue, time and date together with the agenda of matters to be discussed shall be given to all members of the Committee and any other person required to attend at least 14 days before the meeting. For all other meetings, reasonable notices shall be given.
15. If any member of the Committee wishes to include matters in the agenda for a particular regular meeting, he or she may notify the Secretary such matters in writing within seven days after a notice of the meeting is given.

Access to services of company secretary

16. The Committee shall be provided with sufficient resources to discharge its duties. Members of the Committee shall have access to the advice and services of the company secretary to ensure that board procedures and all applicable rules and regulations are followed.

Minutes of meetings

17. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Minutes of meetings of the Committee shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed.
18. Draft and final versions of minutes of meetings of the Committee shall be sent to the members of the Committee for their comments and records respectively within a reasonable period of time after the meetings are held.

Authority

19. The Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

Access to independent professional advice

20. The Committee is authorized by the Board to obtain, in connection with its duties and at the Company's expense, any outside legal or other independent professional advice which it deems necessary to help it to discharge its duties.

Duties

21. The specific duties of the Committee shall be:
- (a) 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;
 - (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 independent non-executive directors;
 - (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 of the Board and the chief executive officer;
 - (e) to make recommendations to the Board on the membership of committees of the Board, e.g., audit committee, remuneration committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;
 - (f) before recommending an appointment, to evaluate the balance of skills, knowledge and experience on the Board, and in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:
 - (i) use such method or methods to facilitate the search as it may deem appropriate;

- (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, ensuring that candidates have enough time available to devote to the position;
- (g) to make recommendations to the Board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the law and their service contracts;
- (h) to keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the market in which the Company operates;
- (i) to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which the Company operates;
- (j) to review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfill their duties; and
- (k) to ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

Reporting Procedures

22. The chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
23. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its scope of work where action or improvement is needed.

24. The Committee shall provide to the Board all the information set out in paragraph 2 (g) of Appendix 23 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to enable the Company to prepare the corporate governance report in its annual report in compliance with Appendix 23.
25. The Secretary shall keep the minutes and resolutions passed at the Committee meetings and make the minutes of meetings and resolutions of the Committee available for inspection by any director on reasonable notice save when there is a conflict of interest.

Others

26. These terms of reference are available on reasonable request made to the company secretary during working hours.
27. The provisions on the Board in the Articles of Association of the Company and the Handbook for the Board of Directors are incorporated into these terms of reference for the Committee by reference.

Mandatory Disclosure in Corporate Governance Report in the Annual Report

Nomination of directors

The following information relating to the appointment and removal of directors:

- (a) the role and function of the nomination committee (if any);
- (b) the composition of the nomination committee (if any) (including names and identifying in particular of the chairman of the nomination committee);
- (c) the nomination procedures and the process and criteria adopted by the nomination committee or the board of directors (if there is no nomination committee) to select and recommend candidates for directorship during the year;

- (d) a summary of the work, including determining the policy for the nomination of directors, performed by the nomination committee or the board of directors (if there is no nomination committee) during the year; and

- (e) the number of meetings held by the nomination committee or the board of directors (if there is no nomination committee) during the year and the record of individual attendance of members, on a named basis, at meetings held during the year.

Terms of Reference of the Nomination Committee

(adopted by the Board of Directors of China Agri-Industries Holdings Limited at a Board meeting held at 13th Floor, Tower A, COFCO Plaza, Beijing, P.R.C. on 16 February 2007 to take effect from the date when shares of China Agri-Industries Holdings Limited commence trading on The Stock Exchange of Hong Kong Limited)

提名委员会

职权范围书

(于2007年2月16日在中国北京中粮广场A座13楼召开之中国粮油控股有限公司(“本公司”)董事会会议获董事会采纳,并于中国粮油控股有限公司股份于香港联合交易所有限公司主板上市之日起生效)

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成立

- 一. 董事会(“董事会”)现通过决议成立一个董事会下辖的委员会，称为提名委员会(“委员会”)。

目的

- 二. 为使董事会有效运作，本公司有必要采取正式的、公正的和透明的过程，以检讨董事会的均衡性和有效性、确定所需的技能，以及委任具有该等技能的人士作为董事。委员会的主要目标是领导董事的委任过程，物色和提名合适的人选加入董事会。

成员

- 三. 委员会成员由董事会委任，成员人数应不少于三名，大多数成员应为独立非执行董事。
- 四. 委员会主席应为委员会成员中的一位独立非执行董事，或董事会主席，而董事会主席应为非执行董事。
- 五. 委员会成员的任期最长为三年，可以连任。

会议法定人数

- 六. 会议法定人数应为两名。

出席会议

- 七. 成员应亲身或透过电话或其他电子通讯方式参与委员会的各次会议。

- 八. 委员会的会议应由委员会主席主持。委员会主席或其指定的副主席缺席时，其他出席会议的委员应互选其中一名委员担任会议主席。为避免疑问，董事会董事长在处理其继任董事会董事长事宜时，不应担任委员会会议的主席。
- 九. 只有委员会的委员方可有权参加委员会的会议。然而，委员会可在有需要的情况下，邀请执行董事和/或其他人士参加其全部或部分会议，以帮助其履行职责。

委员会之秘书

- 十. 委员会之秘书（“秘书”）由[公司秘书]出任。

会议次数

- 十一. 委员会每个财政年度举行至少一次定期会议，并按委员会主席要求的其他时间开会。

股东大会

- 十二. 委员会主席或其委任代表须出席本公司的股东周年大会及股东特别大会，并准备回答股东有关董事提名的问题。

会议安排及通知

- 十三. 委员会的会议由秘书根据委员会主席的指示或应董事会要求召开。

- 十四. 除非另行同意，载有会议地点、时间、日期及议程的通告应于开会前最少 14 天送交委员会成员及其他需要出席会议的人士。如属任何其他会议，应发出合理的通知。
- 十五. 假若委员会成员希望于某一定期会议的会议议程中加入任何审议事项，则该成员必须于接获会议通知书后七日内以书面通知秘书有关事项。

取得公司秘书的服务

- 十六. 委员会应获供给充足的资源以履行其职责。委员会成员可取得公司秘书的意见及享用其服务，以确保董事会程序及所有适用规则及规例均获遵守。

会议记录

- 十七. 秘书应对委员会各次会议的进程及决议作出详细记录，包括各出席及列席人士的姓名。委员会会议记录须详细记录会上提出的关注及表达的异见。
- 十八. 委员会会议记录的初稿及最后定稿应在会议后一段合理时间内先后发送给委员会全体成员，初稿供成员表达意见，最后定稿作其记录之用。

职权

- 十九. 董事会授权委员会有权向本公司任何一位员工索取所需资料以履行其职责。

索取独立专业意见

- 二十. 董事会授权委员会在其履行职责时如认为有需要，获得外部的法律意见或其他独立专业人士的意见以帮助其履行职责。

职责

- 二十一. 委员会的具体职责应为：

- (a) 定期检讨董事会的架构、人数及组成（包括技能、知识及经验），并就任何拟作出的变动向董事会提出建议；
- (b) 物色具备合适资格可担任董事的人士，并挑选获提名为董事的人士就此向董事会提供意见；
- (c) 评审独立非执行董事的独立性；
- (d) 就董事委任或重新委任以及董事（尤其是主席及行政总裁）继任计划的有关事宜向董事会提出建议；
- (e) 与董事会主席及董事会所辖委员会（例如审核委员会及薪酬委员会）之主席协商，就有关委员会的成员向董事会提出建议；
- (f) 在建议作出委任之前，评估董事会的技能、知识和经验等方面的均衡性，并按评估结果，就个别需被委任之董事的角色及所需具备的能力编制说明文件。在物色适当人选时，委员会应：
 - (i) 采用其认为有助物色人选的适当办法；

- (ii) 考虑来自各种背景的人选；
 - (iii) 根据人选本身的条件及客观标准来考虑人选，并确保有关人选能投入足够时间履行有关职务。
- (g) 随时就董事继续服务等有关的事宜向董事会提供建议，包括根据法例及服务合约，暂停或终止某执行董事作为本公司雇员所提供的服务；
- (h) 不断检讨本公司所需要的领导人(包括执行及非执行董事)，以保持本公司在市场上的有效竞争力；
- (i) 完全掌握对本公司及其所在市场有影响的策略事宜及商业转变的最新情况；
- (j) 每年检讨非执行董事所需投入的时间。绩效评估应用以衡量非执行董事有无付出足够时间履行其职责；及
- (k) 确保非执行董事获委任加入董事会时收到正式聘书，当中列明董事会期望他们付出的时间、在委员会的服务，以及参与董事会会议以外的活动。

汇报程序

- 二十二. 委员会主席应在每次会议后正式向董事会报告关于其职权范围内的事项的会议议程。
- 二十三. 如需要对其职责范围内之任何事宜采取行动或作出改善，委员会应向董事会作出其认为合适的建议。

- 二十四. 委员会应向董事会提供《香港联合交易所有限公司证券上市规则》附录 23 第 2 (g) 段所述的一切资料，方便本公司在年报内编制《企业管治报告》，以符合附录 23 的规定。
- 二十五. 秘书应保存委员会会议记录及通过的决议，并在除非有利益冲突时供会议记录及委员会决议给董事于合理期限内查阅。

其他

- 二十六. 此职权范围书可于工作时间向公司秘书提出合理要求后获取。
- 二十七. 本公司《章程》内有关董事会的规定因在此提及而合并到此职权范围书内。

年度报告中强制性披露公司管治报告

董事提名

有关董事委任及免任的以下资料：

- (a) 提名委员会（如有）的角色与职能；
- (b) 提名委员会（如有）的组成（包括各委员的姓名，尤其要载明提名委员会主席的姓名）；
- (c) 由提名委员会或董事会（如没有设立提名委员会）年内采用的提名程序及处理过程，以及挑选及推荐董事候选人的准则；

- (d) 提名委员会或董事会（如没有设立提名委员会）年内的工作摘要，工作包括制定董事提名的政策；及
- (e) 提名委员会或董事会（如没有设立提名委员会）年内举行会议的次数，以及具名载明各位委员（或董事）出席该等会议的记录。

提名委员会 职权范围书

(于2007年2月16日在中国北京中粮广场A座13楼召开之中国粮油控股有限公司(“本公司”)董事会会议获董事会采纳,并于中国粮油控股有限公司股份于香港联合交易所有限公司主板上市之日起生效)

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