



MOBILE TELECOM NETWORK (HOLDINGS) LIMITED
流動電訊網絡(控股)有限公司*
(Stock code: 8266)

Terms of Reference of Nomination Committee

Membership

1. The members of the Nomination Committee shall be appointed by the board of directors (the “**Board**”) of Mobile Telecom Network (Holdings) Limited (the “**Company**”) and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.
2. The chairman of the Nomination Committee shall be appointed by the Board and should be the chairman of the Board or an independent non-executive director. In his absence, members present may elect any member to chair a Nomination Committee meeting.
3. The company secretary of the Company or a nominee shall be the secretary of the Nomination Committee.

Frequency of meetings

4. The Nomination Committee shall meet at least once a year.
5. The meeting of the Nomination Committee may consist of a conference between members some or all of whom are in different places provided that each member of the Nomination Committee who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment or by a combination of those methods.
6. The quorum of a meeting shall be three members of the Nomination Committee, a majority of whom shall be independent non-executive directors.

Authority

7. The Board authorises the Nomination Committee to seek independent professional advice as the Nomination Committee deems necessary.

Duties

8. The duties of the Nomination Committee are:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (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 the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive; and
 - (e) to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions.

Minutes of meetings

9. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member. Draft and final versions of minutes of meetings shall be sent to all members of the Nomination Committee for their comments and records within a reasonable time after the meeting.

** for identification purpose only*

Version date: March 2012