



重慶長安民生物流股份有限公司  
**Changan Minsheng APLL Logistics Co., Ltd.\***  
(「**the Company**」)

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 01292)

**Terms of Reference and Modus Operandi of Nomination Committee**  
**(the “Committee”)**

**Membership**

1. The Committee shall consist of not less than three directors appointed by the board of directors of the Company (the “Board”), a majority of whom shall be independent non-executive directors under the Rules Governing the Listing of Securities in The Stock Exchange of Hong Kong Limited (“Listing Rules”).
2. The Committee’s Chairman must be the Chairman of the Board or an independent non-executive director.
3. The Board Secretary shall act as the Committee’s Secretary.
4. The term of the committee shall be consistent with the term of the Board. Upon expiry, members can be re-appointed by re-election. If any member ceases to be a director, he/she will lose the qualification of the committee member automatically and the Board will appoint a new member to fill the vacancy.

**Frequency and proceedings of meetings**

5. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
6. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
7. The quorum of a meeting shall be a majority of the Committee members.
8. Proceedings of meetings of the Committee shall be: the Committee shall be held only when over half of the whole members attend the meeting; the member who is unable to attend the meeting can entrust another member to fulfill his duties in written forms. Each member has one voting right; the resolutions shall be effective only if they are approved by over half of the whole members.

## **Duties, powers and functions**

9. The Committee shall:

(a) 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;

(b) 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) assess the independence of independent non-executive directors;

(d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the general manager; and

(e) consider other topics, as authorized by the Board.

10. In carrying out its responsibilities, the Committee should give adequate consideration to the principles as set out under paragraphs A.3 and A.4 of Appendix 14 (Corporate Governance Code and Corporate Governance Report) of the Listing Rules .

11. The Committee should formulate a policy concerning diversity of Board members where such policy (or a summary thereof) should be disclosed in the corporate governance report of the Company. With regard to this issue, the factors to be taken into account by the Committee shall include, but not limited to, gender, age, cultural and educational background, professional experience and business model and specific needs of the Company. The Committee shall procure the Company to disclose the rationale for the factors it uses for this purpose.

12. Besides, the chairman of the committee should attend, or in his/her absence, another member of the committee or failing this his duly appointed delegate, should attend the annual general meeting to answer the questions from shareholders according to the invitation from the chairman of the Board.

13. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

## **Reporting Procedures**

14. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

15. The Committee must report back to the Board on their decisions or recommendations, unless such reporting is prohibited by law or regulatory restrictions.

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*\* For identification purpose only*