



ANXIN-CHINA HOLDINGS LIMITED

中國安芯控股有限公司

(incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE

TERMS OF REFERENCE

ANXIN-CHINA HOLDINGS LIMITED

中國安芯控股有限公司

NOMINATION COMMITTEE

TERMS OF REFERENCE

TABLE OF CONTENTS

	Page
1. CONSTITUTION	1
2. MEMBERSHIP	1
3. MEETINGS	1
4. ATTENDANCE AT MEETINGS	2
5. FREQUENCY OF MEETINGS	2
6. AUTHORITY	2
7. DUTIES & RESPONSIBILITIES	3
8. REPORTING PROCEDURES	3
9. PUBLICATION OF THE TERMS OF REFERENCE	3

Anxin-China Holdings Limited
中國安芯控股有限公司

Nomination committee
Terms of Reference

1. CONSTITUTION

- 1.1 The Nomination committee was formed pursuant to the board resolution of the Company passed on 28 March 2012.

2 MEMBERSHIP

- 2.1 The members of the Nomination committee shall be appointed by the Board.
- 2.2 The Nomination committee shall consist of not less than three members, all of whom shall be executive Directors or Non-executive Directors and a majority of whom should be Independent Non-executive Director.
- 2.3 The Chairman of the Nomination committee shall be either the chairman of the Board or an independent non-executive director and appointed by the Board of Directors.

3 MEETINGS

- 3.1 The Company Secretary 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.
- 3.3 A quorum of the Nomination committee shall be any two members.
- 3.4 Notice of any meetings has to be given at least 3 days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, a member attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.
- 3.5 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

3.6 Resolutions of the Nomination committee at any meetings shall be passed by a majority of votes of the members present.

3.7 A resolution in writing signed by all members of the Nomination committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination committee duly convened and held.

3.8 Full minutes of nomination committee meetings should be kept by the secretary of the Nomination committee. Draft and final versions of minutes of the nomination committee meetings shall be circulated to all members of the committee for their comment and records within a reasonable time after the meeting. Such minutes of meeting shall be opened for the Board's inspection.

4 ATTENDANCE AT MEETINGS

4.1 At the invitation of the Nomination committee, the Chairman of the Board and/or Chief Executive Officer, external advisers, consultants and other persons may attend the meetings.

4.2 Only members of the Nomination committee are entitled to vote at the meetings.

5 FREQUENCY OF MEETINGS

5.1 The chairman of the Nomination committee, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Nomination committee's duties and responsibilities require.

5.2 The Nomination committee shall meet no fewer than one meetings a year.

6 AUTHORITY

6.1 The Nomination Committee is authorized to determine the nomination of directors, the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.

6.2 The Nomination committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

6.3 A member of the Nomination committee may, through the company secretary, seek independent advice in appropriate circumstances at the Company's expense to discharge his/her duties as a member of the Nomination committee to the Company within its terms of reference.

6.4 The Nomination committee shall be provided with sufficient resources to discharge its duties.

7 DUTIES & RESPONSIBILITIES

7.1 The Nomination committee shall have the following duty and responsibilities: -

- 7.1.1 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;
- 7.1.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- 7.1.3 assess the independence of independent non-executive directors with reference to the requirements of the Listing Rules;
- 7.1.4 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;
- 7.1.5 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent;
- 7.1.6 do any such things to enable it to perform its duties conferred on it by the Board; and
- 7.1.7 to consider other topics, as defined by the Board.

8 REPORTING PROCEDURES

8.1 At the next meeting of the Board following a meeting of the Nomination committee, the chairman of the committee shall report to the Board on the findings and recommendations of the committee.

9 PUBLICATION OF THE TERMS OF REFERENCE

9.1 The Nomination committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.

9.2 The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.