

# **AMS Public Transport Holdings Limited (the “Company”) Term of Reference for Nomination Committee (“NC”)**

## **1. Role of the NC**

The main role of the NC is to make recommendations to the Board of Directors (“Board”) on the suitability and qualification of candidates for directors so as to ensure that all nominations are fair and transparent. The NC nominates and recommends to the Board candidates for filling vacancies in the Board. It also identifies and nominates qualified individuals, who are expected to have such expertise to make positive contribution to the performance of the Board, to be additional directors or fill Board vacancies as and when they arise.

## **2. Membership**

The NC is a committee of the Board and will comprise at least three Independent Non-executive Directors (“INEDs”) of the Company, who are independent of management and free of any business or other relationship which could interfere with the exercise of their independent judgment.

The appointment to a member of the NC is made by the chairman of the Board (“Chairman”).

## **3. Meeting**

The NC should meet at least once per year and when requested by the Chairman or any INED.

The NC may invite persons, including the Chairman and the chief executive of the Company, to attend meetings where appropriate to consult them about their view on the corporate structure and expertise needs for the management of the Group, in order to assist the NC to discharge its duties. The quorum of the committee is any two NC members.

The NC may ask certain parties to withdraw from any part of a meeting.

## **4. Authority**

The NC will have whatever access it required to the Company’s personnel, information and documents and it will be provided with sufficient resources to perform its duties.

The NC has the right to obtain independent professional advice, when necessary, to assist it with its functions, with the cost to be paid for by the Company

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**5. Responsibilities of the NC**

The NC’s responsibilities include:

- (i) 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;
- (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) assess the independence of independent non-executive directors; and
- (iv) 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.

*First update on: 21 December 2011*