CITIC TELECOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00138)

(the "Company")

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Constitution

1. The Nomination Committee (the "**Nomination Committee**") is a committee of the board of directors of the Company (the "**Board**").

Membership

2. All members of the Nomination Committee shall be appointed by the Board from amongst the members of the Board and shall comprise a minimum of three members, with the majority being independent non-executive directors ("**INED(s)**").

3. The Chairman of the Board shall be the Chairman of the Nomination Committee.

4. All members of the Nomination Committee can be removed by the Board at its sole discretion. The Board shall from time to time vary the composition of the Nomination Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") as amended from time to time (the "**Listing Rules**") or the rules of any other stock exchange in respect of which the shares of the Company are listed or quoted, or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.

Secretary of the Nomination Committee

5. The Company Secretary of the Company or his/her designate shall be the Secretary of the Nomination Committee.

Attendance at meetings

6. The Chairman of the Board, the Chief Executive, professional advisers or other persons may be invited by the Nomination Committee to attend the meetings of the Nomination Committee. Other Board members shall also have the right of attendance. However, only members of the Nomination Committee are entitled to vote at the meetings of the Nomination Committee.

Frequency of meetings

7. The Nomination Committee shall meet at least once a year. Additional meetings should be held as the work of the Nomination Committee demands.

Notice of meetings

8. The meetings of the Nomination Committee shall be convened by the Secretary of the Nomination Committee with a notice of no less than fourteen (14) days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice.

9. Irrespective of the length of notice being given, attendance of a meeting by a member of the Nomination Committee shall be deemed waiver of the requisite length of notice by such member.

10. Notice of any adjourned meeting is not required if adjournment is for less than fourteen (14) days.

Proceedings of meetings

11. The quorum necessary for the transactions of business of the Nomination Committee shall be two, of whom at least one has to be INED. Meetings may be held in person or by telephone.

12. Resolution(s) shall be passed by simple majority of votes at the meetings of the Nomination Committee. In the case of equality of votes, the Chairman of the Nomination Committee shall have a casting vote.

Authority

13. The Nomination Committee will be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee has to seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties and functions

14. The duties and functions of the Nomination Committee shall be:

    (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 INEDs; and

    (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 Chief Executive.

Minutes/Written resolutions

15. Minutes of each meeting of the Nomination Committee should record in sufficient details by the Secretary of the Nomination Committee, a copy of draft and final version of minutes of such meeting should be sent to its members within a reasonable period of time for their comments and records respectively.

16. Resolution(s) 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.

17. Minutes or resolution(s) in writing shall be kept by the Secretary of the Nomination Committee and shall be opened for the Board's inspection.

Reporting responsibilities

18. The Nomination Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities by way of minutes or any other appropriate ways.

Publication of the terms of reference

19. The terms of reference will be published on the website of each of the Stock Exchange and the Company.

29 March 2012