



中國交通建設股份有限公司

CHINA COMMUNICATIONS CONSTRUCTION COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1800)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

(Considered and approved at the 2nd meeting of the first session of the Board of Directors on 8 October 2006, with the first time amendments made at the 4th meeting of the second session of the Board of Directors on 1 June 2010, the second time amendments made at the 11th meeting of the second session of the Board of Directors on 9 March 2011, the third time amendments made at the 19th meeting of the second session of the Board of Directors on 26 March 2012, the fourth time amendments made at the 8th meeting of the third session of the Board of Directors on 24 November 2014.)

CHAPTER 1 GENERAL PROVISIONS

Article 1 These rules are formulated for the Nomination Committee of the board of directors (the “Board”), which was established by China Communications Construction Company Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China, the Standards on Corporate Governance of Listed Companies, the Articles of Association of China Communications Construction Company Limited (the “Articles of Association”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and other relevant regulations, in order to establish a standard nomination management system for directors, senior management members and relevant personnel of the Company.

Article 2 The Nomination Committee is a special committee of the Board primarily discharging its duties in accordance with the Articles of Association, the Rules of Procedures of the Board of Directors and these rules, and shall report to the Board.

CHAPTER 2 COMMITTEE COMPOSITION

Article 3 The Nomination Committee shall consist of not less than three directors, and the majority of members should be the independent non-executive directors. Members of the committee shall be nominated by the Chairman of the Board, elected by the Board and approved by the majority members of the Board. Where a resolution to re-elect a member is passed, the newly elected member shall assume office immediately after the conclusion of the meeting of the Board.

Article 4 The Nomination Committee shall have one chairman who shall be the Chairman of the Board or an independent non- executive director to preside over the committee. The chairman of the committee shall be nominated by the Chairman of the Board and considered and approved by the Board.

Article 5 The term of office of the committee shall be in congruence with that of the Board. Members may be re-elected and re-appointed upon the expiry of their terms of office. If a member no longer maintains the position as a director of the Company during the term, he or she shall automatically lose the qualification as a member of the committee.

Article 6 A member of the committee may request to the Board to resign before expiry of his/her term of office, in which case the resignation letter shall include necessary statements on the reason of resignation and any matters that need to be brought to the attention of the Board.

Article 7 Members of the committee are subject to adjustments during their terms, if so proposed by the Chairman of the Company and considered and passed by the Board.

Article 8 In the event that the number of members of the committee falls below the quorum hereunder, the vacancy shall be filled up in accordance with these rules.

CHAPTER 3 DUTIES OF THE COMMITTEE

Article 9 The main duties of the Nomination Committee include:

- (1) to formulate the diversity policy of the members of the Board and disclose its policies or summary in the Corporate Governance Report;
- (2) to 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;
- (3) to consider the standards, procedures and methods for screening candidates for directors, President and the Secretary of the Board, and make recommendations to the Board;
- (4) to assess and make recommendations on the candidates of directors, President and the Secretary of the Board;
- (5) to assess the independence of independent directors;
- (6) 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 Officer;
- (7) to conduct appraisal on candidates for the Secretary of the Board nominated by the Chairman of the Board and candidates for Vice President and Chief Financial Officer nominated by the President, and provide appraisal opinions to the Board;
- (8) to make recommendations on candidates for directors and supervisors who act as the shareholders' representatives in wholly-owned subsidiaries, controlled subsidiaries and investee subsidiaries;
- (9) to recruit qualified candidates from human resource markets at home and abroad and internal talent pool, identify individuals suitably qualified to act as directors, and nominate such candidates for directorship or make recommendations to the Board; and

- (10) other duties as delegated by the Board and any other duties required by the Company's obligations under the applicable laws, regulations and rules as revised from time to time.

The Nomination Committee shall make available its terms of reference at the websites of the Stock Exchange and the Company, explaining its role and the authority delegated to it by the Board. The Nomination Committee should be provided with sufficient resources to discharge its duties. If necessary, the Nomination Committee shall seek independent professional advice for discharging its duties at the Company's expense.

Article 10 The Nomination Committee shall report to the Board and submit proposals to the Board for consideration and approval.

Article 11 The duties of the chairman of the Nomination Committee include:

- (1) to convene and chair the meetings of the committee;
- (2) to supervise and examine the operations of the committee;
- (3) to sign on relevant documents of the committee;
- (4) to report to the Board on the operations of the committee;
- (5) other duties as requested by the Board.

CHAPTER 4 MEETINGS OF THE COMMITTEE

Article 12 Meetings of the Nomination Committee comprise regular meetings and extraordinary meetings. Regular meeting shall be convened at least once a year, with a notice in written despatched to all members 7 days prior to the meeting.

An extraordinary meeting shall be convened, with a notice despatched to all members 3 days prior to the meeting, within 7 days upon occurrence of any of the following circumstances:

- (1) whenever the Board deems necessary;
- (2) whenever the chairman of the committee deems necessary;
- (3) when proposed by one-third or more of the members of the committee.

Article 13 The Board Office is responsible for notices and affairs of the meetings of the committee. The notice of meeting shall specify the time, place, session, agenda and topics of the meeting, time issuing the notice, etc.

Article 14 Upon reception of the notice of meeting, members of the committee shall give confirmation and provide relevant information (including but not limited to the availability of presence, schedule, etc.) in a timely and appropriate manner.

Article 15 The quorum of the meetings of the committee shall be all of its members.

Members should be present in person at the meetings (physically attending or through teleconferences). A member unable to be present in person may appoint another member of the committee by the power of attorney as duly signed to attend and exercise relevant duties and powers at the meeting on his/her behalf. The power of attorney shall specify the names of the principal and the proxy, the scope, authority and validity period of authorizations, etc.

Article 16 A member failing to attend a meeting of the committee in person without justifiable reasons for three times in succession shall be deemed as incapable of performing the duties for a member of the Nomination Committee, and is subject to replacement by the Board in accordance with these rules.

CHAPTER 5 PROCEDURES OF MEETINGS

Article 17 Each member of the Nomination Committee shall have one ballot for voting. Resolutions of the meetings shall be passed by a majority of all members.

Article 18 Regular meetings of the committee shall be held in the form of on-site meeting, where voting shall be made by a show of hands or by poll; and extraordinary meetings may also be held by telecommunication or through written proposals to be considered respectively.

Article 19 The Secretary of the Board shall attend meetings of the Nomination Committee as nonvoting participants; and other directors, supervisors and senior management members of the Company may be invited as non-voting participants when necessary.

Article 20 If necessary, the Nomination Committee may engage intermediary agencies to provide professional advice for its decision-making at the Company's expense.

Article 21 The convening procedures and voting method of the meetings of the Nomination Committee and the resolutions passed thereat shall be in compliance with the relevant laws, regulations, the Articles of Association and these rules.

Article 22 Minutes shall be kept for the meetings of the Nomination Committee, bearing signatures of the members present at the meetings, and shall be kept by the Board Office. The draft and final versions of the meeting minutes of the committee shall be delivered within a reasonable period of time after the meeting to all members of the committee, for their comment and inspection respectively.

Article 23 Resolutions and voting results of the meetings of the Nomination Committee shall be reported to the Board in written form. In case that it is difficult to reach an agreement on a proposal, the different opinions shall be submitted to the Board with explanations.

Article 24 All members present at the meeting are obligated to keep confidentiality of the matters considered at the meeting, and shall not disclose the relevant information without authorization.

CHAPTER 6 WORK UNIT OF THE COMMITTEE

Article 25 The Company shall establish a work team for the Nomination Committee as its work unit to provide supports and services, and undertake relevant engagements of the committee.

Article 26 The lead of the work team shall be a senior management member in charge of management on executives of the Company, and the team members shall consist of department heads of Human Resources Department (Organization Department of the Party Committee), Board Office, Work Department of the Party Committee, Supervision Department, etc., with the Human Resources Department as the leading department.

Article 27 The work team shall formulate the work rules and procedures for its services to the committee, and submit the same to the Board for filing.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 28 Unless otherwise specified, terms used herein shall have the same meaning ascribed thereto under the Articles of Association.

Article 29 These rules shall be implemented on the date of approval by the Board.

Article 30 The matters not covered by these rules shall be governed by the relevant laws and regulations of the PRC, the rules of securities regulatory authorities and the Stock Exchange and the Articles of Association. In case of any discrepancy between these rules and any of the laws and regulations of the PRC or the rules of securities regulatory authorities and the Stock Exchange promulgated in future or the Articles of Association as amended through valid procedures, the latter shall prevail and these rules shall be revised immediately, and be considered and approved by the Board.

Article 31 These rules shall be interpreted by the Board.