

Important Note: The following is an English translation of the Chinese version of the Terms of Reference of the Nomination Committee of the Board of China Railway Construction Corporation Limited. In case of any discrepancies or inconsistencies between the Chinese and English versions, the Chinese version shall always prevail.



中国铁建
中國鐵建股份有限公司
China Railway Construction Corporation Limited

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

(Stock Code: 1186)

Terms of Reference of the Nomination Committee of the Board
(the “Committee”)

1. ROLE

The Committee is established by and shall report to the Board.

The Committee shall be responsible for standardizing the criteria and procedures for the selection of Directors, the President and other senior management staff of the Company.

2. MEMBERSHIP

The Committee shall be composed of three to five Directors, the majority of whom shall be independent non-executive Directors. The Committee shall have one chairman, who shall be the Chairman of the Board. The candidates for the members shall be proposed by the Chairman of the Board after discussion with relevant Directors to the Board for consideration and decision.

3. POWERS AND DUTIES

The main powers and duties of the Committee are as follows:

- (1) to examine the structure, number of members and composition (including skill, knowledge and expertise related aspects) of the Board of Directors at least once a year and provide recommendations to the Board of Directors on any changes proposed to complement the Company's strategies;
- (2) to consider the criteria and procedures for the selection of directors, the President and other senior management members and provide recommendations thereon to the Board of Directors;
- (3) to widely search for candidates that have the appropriate qualifications to serve as directors, President and other senior management members;
- (4) to examine candidates for director, President and other senior management members and provide recommendations;
- (5) to evaluate the independence of the independent non-executive Directors;
- (6) to provide recommendations to the Board of Directors on matters relevant to the plans for the appointment or reappointment of directors, the President and other senior management members and the plans for succession to the positions of director, President and other senior management members (in particular the Chairman of the Board and the President);
- (7) to report to the Board its decisions or recommendations, except those which cannot be reported according to the laws or regulatory restrictions;
- (8) other matters authorized by the Board; and
- (9) other relevant requirements for powers and duties of the Committee according to listing rules of the place where the shares of the Company are listed as amended from time to time.

When reviewing the size and composition of the Board and searching for and recommending candidates for directors, the Committee shall, taking into account the business model and specific needs of the Company, consider board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, or professional experience.

4. MEETINGS

- 4.1 The Committee's meetings are in the form of regular meetings and extraordinary meetings. At least one regular meeting of the Committee shall be held in the first half of a year and in the second half of a year each. Meetings shall be presided over by the chairman of the Committee. Where the chairman is unable to be present, he or she may authorize a member of the Committee (independent nonexecutive director) to preside.
- 4.2 The Committee's meetings shall be convened with the attendance of two-thirds or more of the members.
- 4.3 The Committee may invite the Company's other Directors, Supervisors and senior management staff to attend the meetings if necessary. If necessary, the Committee may also invite the intermediaries to provide independent and professional opinions on their decision-makings. All the expenses caused thereby shall be borne by the Company.
- 4.4 Voting at the Committee's meetings shall be by show of hands or by ballot and each member shall have one vote. The resolutions adopted in the meetings shall only be approved by more than half of all members.
- 4.5 The resolutions passed at the Committee's meetings and the voting results shall be reported to the Board of the Company in writing.
- 4.6 There shall be complete minutes of the Committee's meetings. The members attending the meetings shall sign the minutes. The meeting minutes shall be kept by the office of the Board and made available for inspection by Directors at any time.

The first draft of the meeting minutes shall be submitted to all the members for review as soon as possible and members shall provide written amendment suggestions. The final draft of the meeting minutes shall be finished within a reasonable time after meetings and sent to all the members for record.

5. OTHER PROVISIONS

- 5.1 The Company shall provide necessary funds and other resources to the Committee for performing its duties. If necessary, the Committee shall seek independent and professional opinions for performing its duties and relevant expenses caused thereby shall be borne by the Company.
- 5.2 The Committee shall respond to the invitation by the Chairman of the Board and have the chairman of the Committee (or, where the chairman is unable to be present, another member or his or her authorized representative) attend each Annual Shareholders' General Meeting and answer questions raised thereon.

Note: The senior management staff refers to the President, Vice Presidents, the Chief Accountant, the Chief Engineer, the Chief Economist, and the Board Secretary, which are engaged by the Board.