



中國建築國際集團有限公司 CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 3311)

Appointment, Election and Removal of Directors

1. Introduction

The Company adopts formal, considered and transparent procedures for the appointment, election and removal of directors of the Company, including procedures for shareholders to propose a person for election as a director.

The process of evaluating the skills and composition of the board of directors (the “Board”) is ongoing and is kept under regular review in order to ensure that the Board retains its effectiveness at all times.

2. Appointment and Election of Directors

- The Company has set up a Nomination Committee which is mandated to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, and to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
- As the Company is a listed company, every director of which should satisfy the requirements prescribed by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in respect of directors from time to time. Such requirements include that a director should have the character, experience and integrity and be able to demonstrate a standard of competence commensurate with his or her position as a director of a listed issuer pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).
- The Board, at the recommendation of the Nomination Committee, shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy on the Board or, as an addition to the existing Board. Any director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
- At each annual general meeting one-third of the directors for the time being shall retire from office (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every director shall be subject to retirement at an annual general meeting at least once every three years.

- The Company may by ordinary resolution elect any person to be a director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
- Pursuant to the Article of Association of the Company, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the rights of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.
- No person, other than a retiring director, shall, unless recommended by the directors for election, be eligible for election to the office of director at any general meeting, unless notice in writing of the intention to propose that person for election as a director and notice in writing by that person of his/her willingness to be elected shall have been given to the Company at its head office and principal place of business in Hong Kong. To compliance with the Listing Rules requirements and to enable shareholders to make an informed decision, all the biographical details requirement under the Listing Rules of the proposed person be submitted together with the aforesaid notice.
- To enable shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election or re-election as a director together with his/her biographical details as set out in Listing Rules, will be set out in a circular to be sent to shareholders prior to the meeting in accordance with the Listing Rules. An announcement containing the result of the general meeting will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company thereafter.

3. Removal of Directors

- Shareholders may by ordinary resolution remove any director before the expiration of his or her period of office.