



**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)**

**NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

***1. Constitution***

The board of directors (the “Board”) of China State Construction International Holdings Limited (the “Company”) has resolved to establish a Committee of the Board to be known as the Nomination Committee (the “Committee”).

***2. Membership and quorum***

2.1 The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members.

2.2 The Board shall appoint the Committee Chairman who should be the Chairman of the Board or an independent non-executive director.

***3. Frequency and proceedings of meetings***

3.1 Meetings shall be held not less than once a year.

3.2 Notice of meetings shall be given to all members of the Committee at least 7 days before the meeting.

3.3 Proceedings of meetings of the Committee should be governed by the provisions contained in the Articles of the Association of the Company.

***4. Secretary***

The company secretary shall be the secretary of the Committee (the “Secretary”).

***5. Casting vote***

In the case of an equality of votes, the Chairman of the Committee shall have the casting vote.

## **6. Performance of duties**

The Company should provide the Committee sufficient resources to perform its duties. The budget of such resources should be controlled and approved by the Board. Any additional resources which are not budgeted should be subject to further approval by the Board. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

## **7. Duties**

- (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) to develop and maintain a nomination policy for the Board, including the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates to become a director of the Company, and to review regularly and disclose in the Company's corporate governance report the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a wide range of candidates who are outside of the Board's circle and in accordance with the Company's diversity policy;
- (c) to develop and maintain a diversity policy for the Board, to review regularly the implementation of the measurable objectives under the policy, and to disclose the diversity policy (or a summary thereof), the measurable objectives and the progress towards achieving those objectives in the Company's corporate governance report;
- (d) identify individuals suitably qualified to become directors, assess the suitability and qualification of the candidates for directorship (including the perspectives, skills and experiences that the individual can bring to the Board and how the individual can promote the diversity of the Board), report to the Board on the assessment results, and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (e) assess the independence of independent non-executive directors;
- (f) when identifying, nominating and electing individuals as independent non-executive directors, to assess whether and why such individuals can devote sufficient time to the Board if he/she will be holding his/her seventh (or more) listed company directorship; and
- (g) 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.

**8. *Reporting procedures***

The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.