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, the fifth time amendments made at the 43rd meeting of the fourth session of the Board of Directors on 30 December 2020, the sixth time amendments made at the 8th meeting of the sixth session of the Board of Directors on 27 August 2026.)

CHAPTER 1 GENERAL PROVISIONS

Article 1 These rules are formulated by the board of directors (the "Board") of 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 Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of China Communications Construction Company Limited (the "Articles of Association") and other relevant regulations, in order to establish standardised nomination management procedures for directors, senior management, and relevant personnel of the Company.

Article 2 The Board established the Nomination Committee (the "Committee"), which shall be accountable to the Board.

The term 'directors' in these Rules refers to all members of the Board of the Company, the term 'senior management' refers to senior executives as defined in the Articles of Association, such as the president, vice-presidents, chief financial officer and company secretary.

CHAPTER 2 COMMITTEE COMPOSITION

Article 3 The Committee shall consist of not less than three (3) directors, a majority of whom shall be independent directors. At least one (1) director on the Committee shall be of a different gender.

Article 4 Members of the Committee shall be nominated by the Chairman of the Board, elected by the Board and approved by a majority of all members of the Board.

The Committee shall have one (1) chairman who shall be the Chairman of the Board and shall be in charge of the operation of the Committee.

Article 5 The duties of the chairman of the Committee include:

(1) to convene and chair the meetings of the Committee;

(2) to supervise and examine the operations of the Committee and the work team;

(3) to sign on relevant documents of the Committee;

(4) to report to the Board on the Committee's review recommendations in respect of the relevant proposals and the progress of other work undertaken;

(5) to fulfill other duties as requested by the Board.

When the chairman of the Committee fails or refuses to perform the duties, a majority of the members shall jointly designate one (1) independent director member of the Committee to perform the duties instead.

Article 6 The term of office for Committee members shall be the same as that of the Board, and each term shall not exceed three (3) years. Upon expiration, members may be reappointed, but independent directors may not serve consecutive terms for more than six (6) years. If a member ceases to serve as a director of the Company during the term, he or she shall automatically resign from the Committee at the same time.

A member of the Committee may resign to the Board 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. Members of the Committee are subject to adjustments during their terms, if so proposed by the Chairman of the Board and considered and passed by the Board.

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, the original members shall continue to perform their duties until new members are appointed.

Article 7 Members shall continuously strengthen their learning and training in areas such as securities laws, regulations, and rules to constantly enhance their ability to perform their duties.

CHAPTER 3 DUTIES AND POWERS OF THE COMMITTEE

Article 8 The Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, screening and reviewing the candidacy and qualifications of directors and senior management, and making recommendations to the Board on the following matters:

(1) to recommend to the Board the nomination, appointment, or removal of directors; director succession planning; and the appointment or dismissal of senior management;

(2) to review the structure, size, and composition of the Board (including skills, knowledge, and experience) at least annually, assist the Board in preparing the Board skills matrix, and review the effectiveness of the implementation of the policy on Board diversity;

(3) to research and recommend to the Board the selection criteria, procedures, and methodologies for directors and senior management of the Company;

(4) to assist the Company in the periodic assessment of the Board's performance;

(5) to review and form a definitive opinion on the qualifications of independent directors and the secretary to the Board;

(6) to handle other matters stipulated by laws and regulations, the rules of the stock exchange on which the Company's shares are listed, the Articles of Association, or authorized by the Board.

Where the Board fails to adopt or fully adopt the Nomination Committee's recommendations, the Board resolutions shall record the Nomination Committee's opinions and the specific reasons for non-adoption, and such information shall be disclosed.

CHAPTER 4 MEETINGS OF THE COMMITTEE

Article 9 The Committee shall meet at least once a year. An extraordinary meeting shall be convened within seven (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 two (2) or more members of the Committee.

A meeting may only be convened with the presence of more than one-half (1/2) of the members.

The meetings shall, in principle, be in the form of on-site meeting. On the premise of ensuring that all participating members are able to fully communicate and express their opinions, the meeting may be held by video, telephone or other electronic communication means when necessary. With the consent of all members of the Committee, relevant resolutions can be considered by written circulation.

Article 10 The chairman of the Committee shall convene and preside over the meetings. If the chairman of the Committee fails or refuses to perform his/her duties, a member who is jointly nominated by a majority of the members shall preside.

Article 11 The Board Office is responsible for notices and affairs of the meetings of the Committee.

Notice of meetings shall, in principle, be given to all members of the Committee three (3) days prior to the meetings. The notice of meeting shall specify the time, place, duration, agenda and topics of the meeting, time issuing the notice, etc. With the consent of all members of the Committee, the prior notice requirement for meetings may be waived.

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.

The Board Office shall, in principle, provide materials of meetings while giving notice thereof, or provide such materials one (1) day prior to the meetings as agreed by the chairman of the Committee under special circumstances.

Article 12 Members shall be present at the meetings of the Committee in person (physically attending or through electronic communications) and provide an unequivocal opinion on the matter being deliberated. A member unable to be present in person shall review the materials of the meeting in advance, form a clear opinion, record this opinion in the power of attorney , and authorise another member in writing to attend the meeting on his/her behalf.

The power of attorney shall specify the names of the principal and the proxy, the scope of authorisations, an unequivocal opinion on the matter and validity period of authorisations, etc. Each member of the Committee may act as the proxy of only another member. If a member who is an independent director cannot attend a meeting for any reason, he/she shall authorise another member who is an independent director to attend the meeting on his/her behalf.

A member failing to attend a meeting of the Committee in person without justifiable reasons for two (2) times in succession shall be deemed as incapable of performing the duties for a member of the Committee, and is subject to replacement by the Board in accordance with these rules.

Article 13 The secretary to the Board shall attend meetings of the Committee; members of the Work Team shall attend meetings of the Committee as required; and other directors, and senior management members of the Company may be invited when necessary.

Article 14 Each member of the Committee shall have one (1) ballot for voting. Resolutions of the meetings shall be passed by a majority of all members. Voting shall be made by a show of hands or by poll.

Any member of the Committee who has interests in any agenda item shall abstain from voting at the meeting. In the event that an effective review opinion cannot be reached due to the abstention by the members of Committee, the relevant matters shall be submitted to the Board for consideration.

Article 15 Minutes shall be kept for the meetings of the Committee. The minutes of the meetings shall be true, accurate and complete, and fully reflect the opinions expressed by attendees on the matters under consideration. Members who attend the meetings shall sign the minutes of the meetings.

The minutes of meetings, resolutions, proxy forms and other relevant materials shall be properly retained by the Company for a permanent period.

Article 16 All members and attendees present at the meetings are obligated to keep confidentiality of the matters considered at the meeting, and shall not disclose the relevant information without authorisation.

CHAPTER 5 PERFORMANCE SUPPORT

Article 17 The Company shall provide the Committee with the necessary working conditions and adequate resources, and establish a work team for the Nomination Committee (the "Work Team") as its work unit to provide supports and services, and undertake relevant engagements of the Committee.

The expenses necessary for the exercise of powers by the Committee shall be borne by the Company.

Article 18 The head of the Work Team of the Committee shall be a senior management member in charge of or assisting in the cadre management function of the Company or a Company leader, who shall generally preside over the operation of the Work Team, coordinate cross-departmental collaboration, oversee the implementation of resolutions, ensure resource support, and facilitate communication on major matters. The members of Work Team shall be composed of the heads of departments including human resources (Party committee organisation) management, the discipline inspection commission, and the Board Office, with the human resources (Party committee organisation) department acting as the lead department. The members of the Work Team shall primarily perform the following duties:

(1) the human resources (Party committee organisation) department shall be responsible for liaising with the regulatory authorities on all matters relating to the selection and qualification review of candidates for directors and senior management;

(2) the discipline inspection commission shall be responsible for conducting integrity and compliance checks on the candidates and supervising the disciplines relating to the nomination work;

(3) the Board Office shall be responsible for organising meetings of the Committee, tracking the implementation of resolutions, maintaining records and archives, and handling information disclosure, as well as coordinating communication and assisting in reporting to the Board.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 19 Unless otherwise specified, terms used herein shall have the same meaning ascribed thereto under the Articles of Association.

Article 20 These rules and any amendments thereto shall be implemented on the date of the approval by the Board.

Article 21 The matters not covered by these rules shall be governed by the relevant laws and administrative regulations of the PRC, the rules of securities regulatory authorities and the stock exchange where the shares of the Company are listed and the Articles of Association. In case of any discrepancy between these rules and any of the subsequent laws and administrative regulations of the PRC or the rules of securities regulatory authorities and the stock exchange where the shares of the Company are listed promulgated in future or the Articles of Association as amended through valid procedures, the latter shall prevail and these rules shall be revised as soon as possible, and be considered and approved by the Board.

Article 22 These rules shall be interpreted by the Board.