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 REMUNERATION AND APPRAISAL 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 a standardised appraisal and remuneration management system for directors, senior management and relevant personnel of the Company.

Article 2 The Board established the Remuneration and Appraisal 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, and a majority of the members shall be independent directors.

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 an independent director and shall be in charge of the operation of the Committee. The chairman shall be nominated by the Chairman of the Board and considered and approved by the Board.

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 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 for any other reason 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 by the Company in accordance with these rules, and the original members shall continue to perform their duties until new members are appointed.

Article 7 Members shall continuously strengthen their learning and training on securities-related 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 standards for appraising the directors and senior management and carrying out the appraisal, and formulating and reviewing the remuneration policies and plans for directors and senior management, and making recommendations to the Board on the following matters:

(1) to consider the standards on performance appraisal for directors and senior management, organise and conduct appraisals and make recommendations to the Board on the results;

(2) to formulate and review the remuneration policies and plans for directors and senior management, including remuneration determination mechanisms, decision-making processes, payment and stop payment and clawback arrangements, and to make recommendations to the Board on the remuneration of the directors and senior management;

(3) to make recommendations to the Board on the formulation or amendment of share incentive plans and employee stock ownership plans, and the achievement of conditions for incentive recipients to be granted and exercise their entitlements;

(4) to make recommendations to the Board on the arrangement of option schemes at subsidiaries proposed to be spun off for directors and senior management;

(5) to make recommendations to the Board on the aforementioned salary distribution system and scheme, and the mechanism for determining the Company's total salary;

(6) to be responsible for other matters as stipulated by laws and regulations, the rules of the stock exchange on which the Company's shares are listed, and the provisions of Articles of Association and authorised by the Board.

Where the Board does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall specify the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the resolutions made at Board meetings and disclose them.

Article 9 The remuneration plan for directors of the Company proposed by the Committee shall be approved by the Board, subject to the consideration and approval at the shareholders' general meeting; and the remuneration scheme for senior management of the Company shall be approved by the Board. The Board has the right to veto any remuneration plan or scheme that is contrary to the interests of shareholders.

CHAPTER 4 MEETINGS OF THE COMMITTEE

Article 10 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 physical 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 11 The chairman of the Committee shall convene and preside over 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 12 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 13 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 14 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 15 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 16 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 17 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 18 The Company shall provide the Committee with the necessary working conditions and adequate resources, and establish a work team for the Remuneration and Appraisal 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 19 The head of the Work Team of the Committee shall be a senior management member or company executive in charge of or assisting in remuneration management function of the Company, 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, operations management and the Board Office, with the human resources department acting as the lead department. The members of the Work Team shall primarily perform the following duties:

(1) The human resources department shall be responsible for drafting relevant systems and schemes in respect of the remuneration management for directors and senior management, and for formulating share incentive plans, employee stock ownership plans and the mechanism for determining the total salary;

(2) The operations management department shall be responsible for providing data on the Company's operating performance and the achievement of performance appraisal targets, assisting in the formulation of performance-linked assessment criteria, and monitoring the implementation of operational objectives to support the performance appraisal process;

(3) The Board Office shall be responsible for taking the lead in organising the performance appraisal of directors and senior management, organising meetings, tracking resolutions, managing records and handling information disclosure, as well as coordinating communication and assisting with reporting to the Board.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 20 Unless otherwise specified, terms used herein shall have the same meaning ascribed thereto under the Articles of Association.

Article 21 These rules and any amendments thereto shall be implemented on the date of the approval by the Board.

Article 22 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 23 These rules shall be interpreted by the Board.