

China Infrastructure Investment Limited (the “Company”)
中國基建投資有限公司 (「本公司」)

Terms of Reference for Nomination Committee
提名委員會職權範圍

Constitution

組成

1. The board of Directors (the “Board”) has resolved to establish a committee of the Board to be known as the Nomination Committee.
1. 董事會 (「董事會」) 謹此議決於董事會下設立一個名為提名委員會的委員會。

Membership

成員

2. The Nomination Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive Directors of the Company. The quorum of the Nomination Committee meeting shall be two members.
2. 提名委員會的成員須由董事會委任，而其成員數目不得少於三名，當中本公司獨立非執行董事應佔大多數。提名委員會會議的法定人數為兩名成員。
3. The Chairman of the Nomination Committee shall be appointed by the Board who shall be the chairman of the Board or an independent non-executive Director.
3. 提名委員會的主席須由董事會委任，其應由董事會主席或獨立非執行董事出任。

Attendance at meetings

出席會議

4. The Chairman shall normally attend meetings.
4. 主席一般須出席會議。
5. The Company Secretary shall be the secretary of the Nomination Committee.
5. 公司秘書須出任提名委員會的秘書。
6. No director should be involved in and shall abstain from discussion in deciding the nomination of his associates.
6. 概無董事可參與有關決定提名其聯繫人士的討論，並應避席有關討論。

Frequency of meetings

會議次數

7. Meetings shall be held as and when required to consider and review the structure, size and composition of the Board and make recommendations to the Board. The Nomination Committee shall meet at least annually. Additional meetings shall be held as the work of the Nomination Committee demands. In addition, the Nomination Committee’s Chairman may convene additional meetings at his discretion.
7. 於審議及檢討董事會架構、人數及組成之時以及向董事會提出建議之時應當召開會議。提名委員會應至少每年舉行一次會議。提名委員會須因應其工作需要而召開額外會議。此外，提名委員會主席可酌情決定召開額外會議。

Authority

8. The Nomination Committee is authorized by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense and to conduct interviews with prospective candidates for nomination.
9. The Nomination Committee should be provided with sufficient resources to perform its duties, including the resources for seeking independent professional advice at the Company's expense.

Duties

10. The duties of the Nomination Committee shall be:
 - (a) to 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 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - (c) to assess the independence of independent non-executive Directors;
 - (d) to 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;

權限

8. 提名委員會獲董事會授權充分利用中介機構物色合資格的董事候選人，並由本公司支付有關開支，以及與各準提名候選人進行面試。
9. 提名委員會應獲提供足夠資源以履行其職責，包括尋求獨立專業意見的資源，有關開支概由本公司支付。

職責

10. 提名委員會的職責須包括：
 - (a) 至少每年一次檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司企業策略而擬對董事會作出的變動提出建議；
 - (b) 物色具備合適資格可擔任董事會成員的人士，並挑選所獲提名的人士出任董事或就此向董事會提供建議；
 - (c) 評核獨立非執行董事的獨立性；
 - (d) 就董事委任或重新委任及董事（尤其是主席及行政總裁）繼任計劃向董事會提供建議；

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| <p>(e) to review requisition raised by Shareholders on appointment of Directors, including whether sufficient biographical details of nominated candidates have been provided in accordance with rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to make recommendation to the Board as to whether such person could be appointed to fill casual vacancies of Directors and to ensure that an extraordinary general meeting is convened within 21 days of the deposit of the requisition¹;</p> | <p>(e) 審閱股東就委任董事而提出的要求，包括是否已根據香港聯合交易所有限公司證券上市規則第13.51(2)條提供提名候選人的詳盡個人履歷、就是否可委任該人士填補董事的臨時空缺而向董事會提出建議，以及確保股東特別大會於提呈有關要求後起計21日內召開¹；</p> |
| <p>(f) to identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;</p> | <p>(f) 物色及提名候選人填補董事的臨時空缺，以供董事會批准；</p> |
| <p>(g) to regularly review the time required from a Director to perform his responsibilities;</p> | <p>(g) 定期檢討董事履行其責任所需付出的時間；</p> |
| <p>(h) to ensure that each director should be nominated by means of a separate resolution in meetings of the Board and/or the general meetings of the Company, as appropriate;</p> | <p>(h) 確保每名董事於董事會會議及／或本公司股東大會（倘適用）上皆以獨立決議案的方式提名；</p> |
| <p>(i) to do any such things to enable the Nomination Committee to perform its functions conferred on it by the Board; and</p> | <p>(i) 採取任何行動使提名委員會履行董事會賦予的職能；及</p> |
| <p>(j) to make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Hong Kong Exchanges and Clearing Limited's website and the Company's website.</p> | <p>(j) 應在香港交易及結算所有限公司網站及本公司網站上公開其職權範圍，解釋其角色以及董事會轉授予其的權力。</p> |

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| <p>11. The Chairman of the Nomination Committee or in the absence of the Chairman, another member of the Nomination Committee or failing this his duly appointed delegate, should be available to answer questions at the annual general meeting.</p> | <p>11. 提名委員會主席或倘主席未克出席，則提名委員會另一成員或（倘其未能出席）獲其正式委任的代表須出席股東週年大會，以於會上回應任何提問。</p> |
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¹ Pursuant to article 57 of the articles of association of the Company provides that an extraordinary general meeting shall be convened on the written requisition of any 2 or more members holding at the date of the deposit of the requisition in aggregate not less than 25 percent of such of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company.

¹ 根據本公司組織章程細則第57條的規定，在提呈要求當日持有總共不少於百分之二十五的本公司繳足股本（於提呈當日附有在本公司股東大會上表決的權利者）的任何2名或以上股東書面要求的情況下，股東特別大會可予召開。

Procedures

12. The Chairman, in consultation with the person responsible for Human Resources and the secretary of the Nomination Committee, should be primarily responsible for drawing up and approving the agenda for each Nomination Committee meeting. The Chairman, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Nomination Committee meeting. The Chairman shall, with the assistance of the person responsible for Human Resources, brief all members on issues arising at each Nomination Committee meeting. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Nomination Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports. The Chairman shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
13. The secretary of the Nomination Committee shall record minutes of all duly constituted meetings of the Nomination Committee. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.
14. Save as set out above, proceedings of meetings of the Nomination Committee shall be governed by the provisions of Article 122 of the Articles of Association of the Company.

March 2012

Note : If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

程序

12. 主席的主要責任是與人力資源負責人及提名委員會秘書商議，草擬及批准每次提名委員會會議的議程。主席須在秘書協助下，確保所有成員及時收到足夠資料，以便在提名委員會會議上進行有效討論。主席須在人力資源負責人協助下，向所有成員簡報每次提名委員會會議提出的事項。秘書須在每次會議完結後的合理時間內，向所有成員分發提名委員會會議記錄及報告的草擬版本及最終版本，以供成員提出意見及存檔，惟須遵守任何限制該等分發或編製該等報告的法律或監管限制。主席須在即將舉行的定期董事會會議上報告任何重要決定，並須向董事會提呈會議及討論事項的索引。
13. 提名委員會秘書須記錄提名委員會所有正式召開的會議的記錄。所有會議記錄須詳盡記錄提名委員會所審議的事項、所達成的決策或所作出的建議，以及任何成員提出的任何關注事項（包括所表達的不同意見）。
14. 除上文所述者外，提名委員會會議的議程須受本公司組織章程細則第122條的條文監管。

二零一二年三月

註：如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。