

CHINA CITY INFRASTRUCTURE GROUP LIMITED
中國城市基礎設施集團有限公司
(Incorporated in the Cayman Islands with limited liability)

**TERMS OF REFERENCE FOR THE
NOMINATION COMMITTEE**

Definitions

1. For the purposes of these terms of reference (the “Terms”):

Board means the board of directors of the Company.

Company Secretary means the company secretary of the Company.

Directors mean the directors of the Board.

Listing Rules means The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

Nomination Committee (or Committee) means the nomination committee established by the resolution of the Board.

Shareholders mean the shareholders of the Company.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Membership

2. The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. The quorum of a Nomination Committee meeting shall be any two members of the Committee, one of whom must be independent non-executive Director.
3. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive Director.
4. No member of the Nomination Committee shall receive, either directly or indirectly, any remuneration other than Directors’ fees from the Company for any advisory or consultancy role or otherwise.
5. The term of office of a member of the Nomination Committee shall correspond to that of a Director.

Frequency and proceedings of meetings

6. Unless otherwise stated herein, the meetings of the Nomination Committee are governed by the provisions contained in the Company’s Articles of Association for regulating the meetings and proceedings of Directors.

7. Meetings shall be held by the Nomination Committee at least once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Committee. Meetings may be conducted by way of telephone or other electronic means.
8. An agenda of meetings and any accompanying meeting papers should be sent in full to all members of the Committee in a timely manner and at least three days before the proposed date of a meeting of the Nomination Committee (or other period agreed by members of the Committee).
9. Management is obliged to supply the Committee with adequate information, in a timely manner, in order to enable them to make informed decisions. The information supplied must be complete and reliable. Where a member requires more information than the information initially provided by management, then that member is entitled and encouraged to request further information until satisfied. All members shall have separate and independent access to management.
10. The secretary of the Nomination Committee shall be the Company Secretary or his/her appointed delegate.

Annual General Meeting

11. The chairman of the Nomination Committee shall attend the Company's annual general meeting and be prepared to respond to any Shareholders' question on the Nomination Committee's activities.
12. If the chairman of the Nomination Committee is unable to attend the annual general meeting of the Company, he/she shall arrange for another member of the Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such delegate shall be prepared to respond to any Shareholder's question on the Nomination Committee's activities.

Authority

13. The Nomination Committee is authorized by the Board to investigate any activity mentioned in these Terms. It is authorized to seek any information it requires from the Directors and/or management. All Directors and/or management are directed to co-operate with any request made by the Nomination Committee.
14. The Nomination Committee is authorized by the Board to obtain external independent professional advice to perform its responsibilities, at the Company's expense. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advise the Nomination Committee.

Duties

15. The duties of the Nomination Committee shall include:

- (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) making recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive officer;
- (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- (d) assessing the independence of independent non-executive Directors;
- (e) before appointments are made by the Board, evaluating the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation preparing a description of the roles and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall, where applicable and appropriate:
 - (i) use public advertising or the services of external recruiters to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking note that appointees should have enough time to devote to the position;
- (f) keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- (g) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (h) reviewing annually the time commitment required from non-executive Directors. Performance evaluations shall be used to assess whether the non-executive Directors are spending enough time to fulfil their duties; and
- (i) ensuring that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

16. The Nomination Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors;
- (b) suitable candidates for the role of independent non-executive Directors;
- (c) membership of the Company's Audit Committee and Remuneration Committee, in consultation with the chairmen of those committees;
- (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (e) the re-election by Shareholders of any Director having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (f) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and his/her service contract; and
- (g) the appointment of any Director to executive or other office.

Reporting Procedures

17. Full minutes of the Nomination Committee's meetings shall be kept by the secretary of the Nomination Committee. The minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

18. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered and decisions reached by the Nomination Committee, including any concerns raised by the Directors or dissenting views expressed. Draft and final versions of minutes of such meetings shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

19. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board on its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

Provision of Terms

20. The Nomination Committee shall provide these Terms upon request and upload it to the Stock Exchange's website and the Company's website to explain the duties of the Nomination Committee and the authority the Board has granted to it.

Approval of Disclosure Statements

21. The Nomination Committee shall be responsible for approving all disclosure statements in relation to the Nomination Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the Stock Exchange's website and the Company's website.

Review of Terms

22. The Nomination Committee shall review these Terms annually, and may consider and submit to the Board any proposed changes that the Nomination Committee deems appropriate or advisable.

These Terms are written in both Chinese and English. If there is any inconsistency between the Chinese and English versions of this document, the English version shall prevail.

== END ==