



中國基建港口有限公司*

CIG Yangtze Ports PLC

(Incorporated in the Cayman Islands with limited liability)
(hereafter the “Company”)

Nomination Committee — Terms of Reference

1. Member

- 1.1 The nomination committee should be established by the board of the Company (the “**Board**”). It should comprise majority of independent non-executive directors.
- 1.2 The nomination committee must be chaired by the chairman of the Board or an independent non-executive director within the nomination committee and appointed by the board.

2. Secretary of Nomination Committee

- 2.1 The company secretary of the Company shall act as the secretary of the nomination committee.
- 2.2 The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

3. Meeting

- 3.1 The members of the nomination committee may call for a meeting whenever it is necessary and should meet at least once a year.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as waiver of the required notification requirement. If a follow up meeting shall take place within 14 days after a meeting, no notification shall be required for such follow up meeting.
- 3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device.
- 3.5 The resolution of the nomination committee should be passed by more than half of the members.

- 3.6 The resolution passed and signed by all members of nomination committee shall be valid, and the validity shall be the same as any resolution passed at a meeting held.
- 3.7 Full minutes of nomination committee meeting should be kept by the secretary of the nomination committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and record, within 14 days after a meeting.

4. Meeting attendance

- 4.1 Upon invitation from the nomination committee, any relevant personnel may be invited to attend all or part of any meeting.
- 4.2 Only a member of the nomination committee may vote for or against a resolution proposed in a meeting.

5. Annual General Meeting

- 5.1 The chairman of nomination committee or (if absent) one other member of the nomination committee (must be an independent non-executive director) should attend the annual general meeting of the Company, handle the shareholders' enquiries within the responsibility of the nomination committee.

6. Authorization

- 6.1 The nomination committee is authorized to request the Company to provide any information within the scope of its duties.
- 6.2 The nomination committee should have access to independent professional advice at the Company's expense, and to secure the independent professional advisor with relevant experience and professional background to attend the meeting if necessary, to perform its responsibilities.
- 6.3 The nomination committee should be provided with sufficient resources to perform its duties.

7. Duties and Powers

The nomination committee shall have the following duties and powers:

- 7.1 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;
- 7.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 7.3 assess the independence of independent non-executive directors;

- 7.4 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; and
- 7.5 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider the individual to be independent.

8. Reporting responsibility

- 8.1 The nomination committee shall report to the Board after every meeting.

Adopted on the 30 March 2012.

* *For identification purpose only*