



GUANGDONG ADWAY CONSTRUCTION (GROUP) HOLDINGS COMPANY LIMITED*

廣東愛得威建設(集團)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6189)

(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The Nomination Committee is established pursuant to a resolution passed by the board of directors (the “Board”) of the Company on 21 August 2015, terms of reference and procedures of which were amended and adopted by the Board at the board meeting on 16 September 2015.

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the selection and appointment of directors and senior management of the Company, and pursuant to the Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and the Articles of Association of the Company (the “Articles of Association”) and other relevant regulations, the Company has set up the Nomination Committee of the Board and formulated these terms of reference.

Article 2 The Nomination Committee is a specific working body set up by the Board in accordance with the Articles of Association. Its main responsibilities are to determine procedures and standards for selection and appointment of directors and senior management of the Company, conduct preliminary examination and verification on the qualifications and conditions of candidates, and advise the Board.

Article 3 The Nomination Committee shall be responsible to the Board and report its work to the Board.

* *For identification purpose only*

CHAPTER 2 COMPOSITION

Article 4 The Nomination Committee shall comprise no less than three directors, the majority of whom shall be independent non-executive directors of the Company.

Article 5 Members of the Nomination Committee shall be appointed and removed by the Board and elected by the Board.

Article 6 The Nomination Committee shall have a chairman who shall be an independent non-executive director. The chairman shall be responsible for leading the work of the Nomination Committee. Where the chairman cannot perform his/her duties, another member who is an independent non-executive director shall be appointed to perform duties on his/her behalf. If no such member is appointed by the chairman, an independent non-executive director shall be elected by more than half of the members of the Nomination Committee to act as a chairman. The chairman of the Nomination Committee shall be elected from the members and the election shall be reported to the Board for approval.

The chairman of the Nomination Committee shall exercise the following duties:

- (1) To take charge of the duties of the Nomination Committee;
- (2) To convene and preside over the regular and extraordinary meetings of the Nomination Committee;
- (3) To supervise and examine the implementation of resolutions adopted by the Nomination Committee;
- (4) To execute important documents of the Nomination Committee;
- (5) To report to the Board on a regular basis; and
- (6) To perform other duties and powers delegated by the Board.

Article 7 The term of office of the Nomination Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term. If any member ceases to be a director of the Company, he/she shall automatically lose his/her position as a Nomination Committee member, and the vacancy shall be filled by a member elected by the Board in accordance with provisions set forth above in Articles 4 to 6.

Article 8 The Nomination Committee could have a secretary to assist with the work of the Nomination Committee. The human resource department of the Company and its department head or other departments or personnel of the Company designated by the Nomination Committee from time to time shall undertake the relevant work of the secretary of the Nomination Committee.

The secretary of the Nomination Committee shall be responsible for collecting and providing information in relation to domestic and overseas human resources management, providing the Nomination Committee with advice and preparing relevant meeting documents.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 9 The Nomination Committee should make its terms of reference publicly available, explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited. The main duties and authorities of the Nomination Committee include:

- (1) To review the structure, size and composition (including the expertise, knowledge and experience) of the Board at least once a year and make suggestions on any proposed adjustments to the Board to be in line with the strategies of the Company;
- (2) To identify individuals suitably qualified to become Board members or senior management and select or advise the Board on the selection of, individuals nominated for directorships or senior management positions;
- (3) To assess the independence of independent non-executive directors;
- (4) To advise the Board on relevant matters relating to the appointment or re-appointment of directors and succession plans for directors, in particular the chairman and the chief executive officer;
- (5) To establish a talent pool of qualified candidates for senior management, to formulate procedures and standards for selection and appointment of senior management personnel, and to conduct a preliminary review on the qualifications and conditions of relevant candidates, and make suggestions to the Board;
- (6) To develop a policy concerning diversity of Board members; and
- (7) To handle other matters authorized by the Board.

CHAPTER 4 WORKING PROCEDURES

Article 10 The procedures for the Nomination Committee to conduct a preliminary review on the qualifications of candidates to be appointed as directors or senior management personnel:

- (1) To evaluate candidates proposed by the authorized persons set out in the Articles of Association;
- (2) To seek for comments from the candidates;
- (3) To convene committee meetings, and to review the qualifications and conditions of the candidates in accordance with the conditions of engagement of the directors and senior management as set out in laws, regulations, rules, regulatory documents and in the Articles of Association;
- (4) To advise the Board in respect of candidates to be appointed as directors or senior management personnel; and
- (5) To conduct other subsequent work in accordance with the decisions of the Board.

CHAPTER 5 RULES OF PROCEDURES FOR MEETINGS

Article 11 Regular meetings of the Nomination Committee shall be held at least once a year. In principle, the meeting shall be held concurrently with the regular meetings convened by the Board. A notice of meeting shall be given to all members at least seven days prior to the meeting, but such notice period can be waived by consent of all members.

Article 12 The chairman of the Nomination Committee or more than half of the members of the Nomination Committee can propose to convene an extraordinary meeting. A notice of extraordinary meeting shall be given to all members at least five days prior to the meeting, but such notice period can be waived by consent of all members.

Article 13 The members shall attend the meeting in a serious and responsible manner and clearly express their views on the proposals considered. In case a member is unable to attend the meeting of the Nomination Committee in person, he/she shall appoint another member in writing as a proxy to vote on his/her behalf, and the member giving the proxy shall bear legal responsibility independently.

The power of attorney shall state the name of such proxy, the relevant matters, scope of authorization and validity period, and shall be signed by the appointer or a chop shall be affixed. The member attending a meeting on behalf of other member shall produce such power of attorney and exercise the rights within the scope of authorization.

Article 14 If a member of the Nomination Committee fails to attend meetings in person consecutively for two times where such member also fails to appoint other members to attend on his/her behalf, such member shall be deemed as failure to perform his/her duties. The Nomination Committee shall propose to the Board to remove such member.

Article 15 The meetings of the Nomination Committee shall only be held when more than half of its members are present. The meetings shall be held by way of physical meetings in principle, and can be held by way of telecommunication (i.e. more than half of the members attending the meeting via means of communication such as telephone and video) provided that the members are able to freely express their views and the procedures are in compliance with relevant regulatory requirements. Any resolution shall be passed by a majority (more than half) of votes. A written resolution can be adopted if all members agree and sign. Members of the Nomination Committee cannot vote in respect of resolutions which conflict with his/her interests.

Article 16 All meetings shall be chaired by the chairman of the Nomination Committee. The chairman of the Nomination Committee may appoint another member who is an independent non-executive director to chair the meeting if he/she is not able to attend this meeting.

Article 17 The Nomination Committee shall vote by a show of hands or by a poll, and each member is entitled to one vote. Approval of any resolution at a Nomination Committee meeting shall require more than one half of the votes.

Article 18 Directors and senior management of the Company who are not members of the Nomination Committee can be invited to attend such meetings if necessary.

Article 19 Minutes of the Nomination Committee meetings shall be recorded by the office of the Board or other departments designated by the Board and shall contain in detail the matters considered and decisions made by the Committee over the meeting. Attending members shall have rights to request to add explanatory notes to their speeches in the minutes, including any concerns raised or dissenting views expressed by members. Draft version of minutes of Nomination Committee meetings shall be sent by the office of the Board or other departments designated by the Board to all members of the Committee for their comment within a reasonable time after the meeting and final versions of minutes will be sent to all directors. Minutes shall be signed by members of the Committee attending the meeting. The complete minutes of the meeting of the Nomination Committee shall be kept by a duly-appointed secretary of the meeting.

Article 20 Resolutions passed at the meeting of the Nomination Committee and the voting results shall be reported in writing to the Board.

Article 21 Members of the Nomination Committee and other persons present at a meeting shall be obliged to keep all matters discussed at such meeting confidential, and shall not disclose any relevant information without authorization.

Article 22 The office of the Board or other department designated by the Board shall be responsible for submitting proposals, organizing meetings, overseeing the implementation and feedback of the resolutions of the Nomination Committee and liaising and coordinating with the Nomination Committee and the secretary. The Nomination Committee shall be provided with sufficient resources to perform its duties and the relevant departments of the Company shall cooperate accordingly. If necessary, the Nomination Committee may engage external experts or intermediaries to provide professional advices as to its decisions at reasonable expense of the Company.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 23 In these terms of reference, the scope “above” a number shall include the number itself while the scope “more than” a number shall exclude the number itself.

Article 24 These terms of reference are passed by the Board of the Company and shall be effective and put in use from the date on which overseas-listed foreign shares (H Shares) of the Company were listed on The Stock Exchange of Hong Kong Limited.

Article 25 Any matters not covered by these terms of reference or in any event that these terms of reference contravene any laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Company and the Articles of Association, the laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Company and the Articles of Association shall prevail.

Article 26 The power of interpretation of these terms of reference shall be vested in the Board of the Company.

These terms of reference are written in Chinese. If there is any discrepancy between the Chinese version and the English version, the Chinese version shall prevail.