



江蘇寧滬高速公路股份有限公司
JIANGSU EXPRESSWAY COMPANY LIMITED

(Incorporated in the People's Republic of China as a joint-stock limited company)

(Stock Code: 00177)

JIANGSU EXPRESSWAY COMPANY LIMITED
RULES OF PROCEDURES OF THE NOMINATION COMMITTEE

Chapter I	General Provisions
Chapter II	Composition
Chapter III	Terms of Reference
Chapter IV	Decision-making Procedures
Chapter V	Supplementary Provisions

Revision History:

May 28, 2002	Approved at the 2001 Annual General Meeting
March 23, 2012	Amended at the 23 rd Meeting of the 6 th Session of Board of Directors
October 25, 2013	Amended at the 10 th Meeting of the 7 th Session of Board of Directors

Chapter I General Provisions

Article 1

In accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies in China, the Articles of Association of the Company, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "**SEHK**") and other relevant rules and regulations, a Nomination Committee under the Board (hereinafter referred to as the "**Committee**") is established by the Board of Directors (hereinafter referred to as the "**Director(s)**", or collectively as the "**Board**") of Jiangsu Expressway Company Limited (hereinafter referred to as the "**Company**") to establish and improve the Company's system of nomination of Directors and senior management and to improve operation efficiency and performance of duties and responsibilities (*Hong Kong Code on Corporate Governance Practices A.5.1*).

Article 2

The Committee is a special standing committee established under the Board and has responsibilities for formulating the Company's Human Resource Development (HRD) plans and strategies and recommending to the Board candidates to be nominated as director and senior management and related nomination procedures and standards. The Committee shall be accountable to the Board.

Article 3

The Rules of Procedures (hereinafter referred to as the "**Rules**") for the Committee specifies and defines the powers and terms of reference of the Committee and shall serve as an important basis and guidelines for the practice of the Committee.

3. to identify, within the Company, in the controlling/holding companies and the labor market, individuals qualified for Director and senior management positions; gather information with respect to the candidates' profession, education background, professional title, and detailed full-time and part-time work experience, etc., in order to prepare written reports; call meetings of the Committee to examine the qualifications of the candidates based on the requirements of the Director and senior management positions; and recommend to the Board candidates for Director and senior management positions and submit relevant supporting documents one or two months prior to the election of new Directors and appointment of senior managers (*Hong Kong Code on Corporate Governance Practices A.5.2(b)*);
4. to ensure the Company has established a plan for Director and senior management succession and regularly review whether the plan meets the demands of the Company's development; to make recommendations to the Board on the appointment or re-appointment as well as the succession plan of Directors (in particular the Chairman and Chief Executive Officer) (*Hong Kong Code on Corporate Governance Practices A.5.2(d)*);
5. to assess the independence of the independent non-executive Directors (*Hong Kong Code on Corporate Governance Practices A.5.2(c)*);
6. to evaluate the performance of senior management and make recommendations to the Board on appointment or dismissal;

7. review the policy on Board diversity (the “**Board Diversity Policy**”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the corporate governance report of the Company annually; (*Hong Kong Code on Corporate Governance Practices A.5.6*); and
8. to perform any other duties as the Board may deem necessary.

Article 11

The proposals on nomination of Directors and senior management personnel prepared by the Committee pursuant to its powers delegated by the Board, shall be submitted to the Board and/or the General Meeting of Shareholders for approval. Barring substantial grounds or reliable evidence, the controlling shareholder shall fully respect the proposals made by the Committee and shall not propose substitute candidates for Directors and senior management.

Note: According to Article 9.2, 9.8, 9.40 and 9.41 of the Company’s Articles of Association and the SEHK Listing Rules, shareholders may request the convening of the General Meeting of Shareholders to approve the election of Directors.

Article 12

Subject to the resolutions of the Board meetings, the Committee shall review, update or revise these Rules periodically in order to reflect development and changes of the Company.

Chapter IV Decision-making Procedures

- Article 13 The Committee shall hold at least one meeting each year and notify all members five days prior to the meeting. The meeting shall be convened and presided over by the Chairman of the Committee. In the event that the Chairman is unable to attend the meeting, he or she shall authorise another member (which must be an independent non-executive Director) to preside over the meeting.
- Article 14 The Chairman of the Committee shall be responsible for preparing the agenda of the meeting and delegating relevant administrative personnel to prepare all necessary documents. All documents related to the meeting shall be delivered to the members of the Committee three days prior to the meeting.
- Article 15 Meetings of the Committee shall be held only with the presence of at least half of its members. Each member shall be entitled to one vote. Resolutions of a meeting must be passed by the affirmative votes of more than half of its members. Resolutions of the Committee shall be passed by a show of hands or by poll. Ad hoc meeting may also be convened in the form of voting by communication in case of emergency.
- Article 16 The Committee may, if necessary, based on the matters discussed, invite other members of the Board, external professionals, consulting firms, or senior management members of the Company to attend meetings of the Committee.
- Article 17 The procedures and voting methods of meetings of the Committee as well as the resolutions passed at the meetings must comply with relevant laws, regulations, the Company's Articles of Association and these Rules. All topics discussed at a meeting of the Committee shall be reported in writing to the Board for its review.

Chapter V Supplementary Provisions

Article 22

Any matters not covered by these Rules shall be implemented in accordance with relevant laws and regulations of the State and the Company's Articles of Association. Where there is a conflict between these Rules and laws and regulations to be promulgated by the State or the Company's Articles of Association as amended in accordance with legitimate procedures time to time, these Rules shall be implemented in accordance with relevant laws and regulations of the State and the Company's Articles of Association, and these Rules shall be amended immediately and the amended Rules shall be submitted to the Board for consideration and approval.

Article 23

The right to interpret and amend these Rules shall rest on the Board.

Article 24

The Nomination Committee should make available its Terms of Reference explaining its role and the authority delegated to it by the Board by including them on the SEHK's website and the Company's website. (*Hong Kong Code on Corporate Governance Practices A.5.3*).