Important Note: The following is an English translation of the Chinese version of the Terms of Reference of the Nomination Committee of the Board of Directors of CRCC High-Tech Equipment Corporation Limited. In case of any discrepancies or inconsistencies between the Chinese version and the English version, the Chinese version shall always prevail.

CRCC High-Tech Equipment Corporation Limited (the "Company")
Terms of Reference of the Nomination Committee of the Board of Directors
(the "Committee")

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve the decision-making procedures of the board of Directors of the Company (hereinafter referred to as the "Board"), and fully safeguard the legal interests of the Company and its shareholders, the Company has formulated these terms of reference in accordance with the PRC Company Law (中華人民共和國公司法), the Standards on Corporate Governance of Listed Companies (上市公司治理準則) issued by the China Securities Regulatory Commission, the Rules (hereinafter referred to as the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange"), the Articles of Association of the Company (hereinafter referred to as the "Articles") and other relevant rules.

Article 2 The Committee is established by the Board and shall report to the Board.

Article 3 The Committee shall be responsible for standardizing the criteria and procedures for the selection of Directors, the general manager and other senior management of the Company.

CHAPTER 2 COMPOSITION AND ORGANIZATION OF THE COMMITTEE

Article 4 The Committee shall be composed of three Directors, the majority of whom shall be independent non-executive Directors. The Committee shall appoint at least one director of a different gender. The Committee shall have one convener, who shall be an independent non-executive Director. The candidates for the members shall be proposed by the Chairman of the Board and elected by over half of the Board.

Article 5 The powers and duties of the convener of the Committee are as follows:

(1) to be in charge of the work of the Committee;

(2) to convene and preside over regular and extraordinary meetings of the Committee;

(3) to supervise and review the execution of the resolutions at meetings of the Committee;

(4) to execute material documentation of the Committee;

(5) to report to the Board regularly of the work of the Committee;

(6) other powers and duties authorized by the Board.

Article 6 The terms of office of the members of the Committee shall be the same as that of their directorship. Members of the Committee may be re-elected or re-appointed at the expiry of their terms of office.

No members shall, before the expiration of his/her term of office, be removed from office without reason except for the circumstances that require dismissal as stipulated by laws and regulations, the Articles or these terms of reference.

If any member ceases to be a Director of the Company before the expiry of his/her term of office, he/she shall be automatically disqualified from acting as a member of the Committee, and such vacancy shall be filled by the Board pursuant to Article 4 above.

Any change in the membership of the Committee which involves changes in the Board member shall be approved on a general meeting in accordance with the procedures as required in the Articles and announced in accordance with the regulatory requirements.

Article 7 A member of the Committee may concurrently serve as a member of other committees of the Board, provided that such member is capable of concurrently performing such duties.

Article 8 The working body of the Committee is the department responsible for human resources management of the Company. The working body of the Committee is responsible for such daily work as preparing meeting notice, meeting documents, daily contacts with the convener of the Committee, preparing and reporting meeting minutes and meeting resolutions. The working body of the Board is responsible for the specific work including issuing meeting notices, keeping meeting minutes and meeting resolutions, jointly preparing for and organizing meetings with the working body of the Committee. The Secretary of the Board is responsible for coordinating the work among the Committee, the working body of the Committee, and the working body of the Board and presenting at the meeting of the Committee.

CHAPTER 3 POWERS AND DUTIES OF THE COMMITTEE

Article 9 The main powers and duties of the Committee are as follows:

(1) nomination or removal of Directors;

(2) appointment or dismissal of senior management personnel;

(3) to review the structure, size and composition of the Board (including skills, knowledge and experience) at least annually, assist the Board in preparing a Board skills matrix, and make recommendations on any proposed changes to the Board to align with the Company's corporate strategy;

(4) to identify individuals suitably qualified to serve as Directors, and select and nominate such individuals for directorship or make recommendations to the Board in this regard;

(5) to evaluate the independence of the independent non-executive Directors;

(6) to make recommendations to the Board on the appointment or re-appointment of Directors and on succession planning for Directors (particularly the Chairman of the Board and the general manager);

(7) to support the Company in periodically evaluating the performance of the Board;

(8) to assess each Director's time commitment and contribution to the Board, as well as their ability to effectively fulfill their duties, taking into account the Director's professional qualifications and work experience, current directorships in issuers listed on the Main Board or GEM in Hong Kong, the time commitment required for other significant external engagements, and other factors or circumstances related to the Director's character, integrity, independence and experience; and

(9) other matters as required by laws, administrative regulations, the CSRC, the Listing Rules and the Articles.

If the Board does not adopt or does not fully adopt the recommendations of the Committee, it shall record the Committee's opinions and the specific reasons for not adopting them in the Board resolution, and shall make disclosure accordingly.

When reviewing the size and composition of the Board and searching for and recommending candidates for Directors, the Committee shall, taking into account the business model and specific needs of the Company, consider board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, or professional experience.

Article 10 The Committee shall be accountable to the Board. The proposal passed by the Committee shall be submitted to the Board in writing for consideration; proposal required to be submitted to the general meeting of the Company for consideration shall be submitted by the Board in accordance with Articles.

Article 11 The Company shall provide necessary funds and other resources to the Committee for performing its duties. If necessary, the Committee shall seek independent and professional opinions for performing its duties and relevant expenses caused thereby shall be borne by the Company.

Article 12 The Committee shall respond to the invitation by the Chairman of the Board and have the convener of the Committee (or, where the convener is unable to be present, another member or his or her authorized representative) attend each annual shareholders' general meeting and answer questions raised thereon.

Article 13 The Committee shall make available its terms of reference, explaining its role and the authority authorized by the Board by including them on the Company's website and Stock Exchange's website according to the Listing Rules.

CHAPTER 4 WORK PROCEDURES OF THE COMMITTEE

Article 14 The Committee shall, taking into the consideration of the situation of the Company, review the selection criteria and procedures as well as the term of office of the Directors, general manager and other senior management of the Company in accordance with the requirements of relevant laws and regulations, the Articles and these terms of reference. Any resolution made in this regard shall be submitted to the Board for approval, and shall be implemented accordingly.

Article 15 The procedures of election of Directors, general manager and other senior management are as follows:

(1) the Committee shall, based on the Company's requirements for development, undertake a comprehensive assessment and analysis over the Company's existing Directors, general manager and other senior management, and propose requirements and advice for producing a position description;

(2) the Committee shall extensively identify the candidates for the positions of Directors, general manager and other senior management by various means, based on the requirements of the positions;

(3) the Committee shall obtain information on the occupation, education background, job title, detailed work experience of, and all part-time positions held by the proposed candidates, and to compile such information into written records;

(4) pursuant to the requirements of the laws and regulations and the Articles, the Committee shall seek the consent to the nomination of the candidates who are nominated for the position of Director, general manager or other senior management by the relevant authorities or personnel; otherwise, such candidate is not eligible for the candidacy of the position of director, general manager or other senior management;

(5) the Committee shall convene meetings of the Committee to examine the qualification of the candidates with reference to the job requirements of Directors, general manager and other senior management;

(6) the Committee shall make recommendations about the candidates for the positions and submit relevant information to the Board;

(7) the Committee shall undertake other follow-up work according to the decision and feedback of the Board.

CHAPTER 5 MEETINGS OF THE COMMITTEE

Article 16 Meetings of the Committee can be classified into regular meetings and extraordinary meetings.

The Committee shall hold at least one regular meeting annually. The Committee shall hold an extraordinary meeting if proposed by two or more members of the Committee and the convener of the Committee.

Article 17 The meeting of the Committee shall be duly convened with all members being informed by telephone, mail or fax of the time and the place of the meeting, form of meeting, matters and issues to be considered, the convener and the chairman not less than three days prior to the meeting; and such information shall be sent to each member.

Article 18 A meeting of the Committee shall be presided over by the convener of the Committee or if he/she is unable to attend, another member (independent non-executive Director) of the Committee designated by him/her.

Article 19 A meeting of the Committee shall not be held unless attended by more than two-thirds of its members.

Members of the Committee shall attend the meeting in person or in a manner of teleconference or by aid of similar communication equipment. If the member is unable to attend the meeting for certain reason, he/she may authorize another committee member in writing to attend the meeting on his/her behalf. The power of attorney shall set forth the scope of authorization.

Article 20 If a meeting of the Committee is held, the Committee may invite the Company's other Directors and senior management to sit in on the meeting when necessary. If necessary, the Committee may also engage the intermediaries to provide individual and professional opinions on its decision-makings. All the expenses caused thereby shall be borne by the Company.

Article 21 Voting at the Committee's meetings shall be by a show of hands or poll and each member shall have one vote. The resolutions adopted at the meetings shall be effective only when being approved by more than half of all members.

Article 22 A meeting of the Committee may be held by way of written resolutions. Written resolutions shall be dispatched by facsimile, courier or by hand or otherwise to all members, and shall be returned in original copies to the Company for filing after deliberation by the members. A proposal signed by consenting members satisfying the threshold hereunder shall become an effective resolution of the Committee.

Article 23 The procedures for convening the meetings of the Committee, voting methods and resolutions passed at the meetings shall be in compliance with the provisions of relevant laws and regulations, the Articles and these terms of reference.

Article 24 Where a member of the Committee is involved in the matter being discussed at the meeting of the Committee, he/she shall be abstained from attending such meeting.

Article 25 Resolutions passed at the meeting of the Committee and any vote results shall be reported to the Board in writing.

Article 26 Members attending and sitting in on the meeting of the Committee shall undertake confidentiality obligations for all items discussed at the meeting and shall not disclose the relevant information.

Article 27 There shall be complete minutes of the meeting of the Committee. Members attending the meetings shall sign the minutes. The meeting minutes shall be kept by the working body of the Board and made available for inspection by Directors at any time.

The first draft of the meeting minutes of the Committee shall be submitted to all members for review as soon as possible and members shall provide written amendment suggestions. The final draft of the meeting minutes shall be finished within a reasonable time after the meetings and shall be sent to all the members for record.

CHAPTER 6 THE SUPERVISION AND ASSESSMENT SYSTEM OVER THE COMMITTEE BY THE BOARD

Article 28 The Committee is supervised by the Board which assesses the work of Committee at the end of each year.

The criteria of assessment mainly include:

(1) whether the terms of reference of the Committee satisfy the requirements of the laws and regulations and regulatory requirements;

(2) whether the members of the Committee are independent of the management of the Company;

(3) whether each member has the legal qualification, appropriate professional capabilities and experience for his/her office;

(4) whether each member fully understands and performs his/her duties.

Article 29 The Committee shall submit the annual work report to the Board within four months from the end of each accounting year.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 30 The Directors as referred in these terms of reference shall refer to all members of the Board; the members of senior management as referred herein shall refer to the general manager, assistant general manager, chief accountant, chief engineer, chief economist and Secretary of the Board as engaged by the Board.

Article 31 Any matters not covered by these terms of reference or in the event that these terms of reference are inconsistent with the national laws and regulations, the listing rules of the place where the shares of the Company are listed or the Articles as promulgated or amended after these terms of reference become effective, such laws, regulations, listing rules of the place where the shares of the Company are listed or the Articles formulated or revised through legal procedures shall prevail and these term of reference shall be amended forthwith and submitted to the Board for approval.

Article 32 These terms of reference shall become effective from the date of approval by the Board of the Company, and the same shall apply to any amendments thereto.

Article 33 The right of interpretation to these terms of reference shall be vested with the Board.