QINGDAO PORT INTERNATIONAL CO., LTD.
TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Chapter 1 General Provisions

Article 1 In order to regulate the election of directors and senior management of Qingdao Port International Co., Ltd. (the "Company"), the Nomination Committee under the board of directors has been established and these Terms of Reference has been formulated in accordance with the relevant laws, regulations and regulatory documents such as the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other regulatory documents as well as the requirements under the Articles of Association of Qingdao Port International Co., Ltd. (the "Articles of Association") and the rules of procedures for the board of Qingdao Port International Co., Ltd. (the " Rules of Procedures for the Board").

Article 2 The Nomination Committee is a special committee under the board of directors and is mainly responsible for making recommendations on selection procedures, standards and qualifications of the non-employee representative directors and senior management of the Company.

Article 3 The Nomination Committee shall be accountable to and report to the board of directors. The proposals recommended by the Nomination Committee shall be considered and approved by the board of directors.

Chapter 2 Composition

Article 4 The Nomination Committee shall consist of no fewer than three directors, with at least one director of different genders, and the majority of the Nomination Committee shall be independent directors. The Nomination Committee shall have one chairman, who shall be served by an independent director. A meeting shall be convened and presided over by the chairman of the Nomination Committee. Where the chairman fails to perform his/her duties, an independent director who is also a member of the Nomination Committee shall be appointed to perform his/her duties on his/her behalf.

Members of the Nomination Committee shall be nominated by the chairman of the board of directors, no less than half of all independent directors or no less than one-third of all directors and shall be elected by the board of directors.

The election and removal of the chairman of the Nomination Committee shall be decided by the board of directors.

Article 5 Members of the Nomination Committee shall have the same term of office as directors. A member of the Nomination Committee may serve consecutive terms if re-elected upon the expiration of his/her term. If any member ceases to hold office as a director of the Company during the term, such director shall lose his/her position as a member of the Nomination Committee accordingly. A member of the Nomination Committee may submit resignation to the board of directors prior to the expiry of his/her term of office. Such resignation shall specify the reasons for the resignation and any matters which would require the attention of the board of directors. Changes to the members of the Nomination Committee may be made during their terms of office as and when proposed by the chairman of the board of directors and approved by the board of directors after their discussion.

Article 6 Where a member of the Nomination Committee fails to meet the provisions of Article 4 herein, the board of directors shall by means of announcement immediately give the details and reasons of such failure according to the requirements of the securities regulatory authorities at the places where the Company's shares are listed, and shall elect a new member in accordance with the provisions of Article 4 herein to fill the vacancy within three months from the date of failing to meet those requirements. The term of office of the new member so elected shall terminate upon the expiry of such member's term of office as a director of the Company.

Chapter 3 Principal Duties

Article 7 The principal duties of the Nomination Committee shall include:

(1) to formulate standards and procedures for the selection of directors and senior management and to select and review the candidates for directors and senior management and their qualifications, and offer recommendations on the following matters to the board of directors:

1. to nominate or, appoint and remove the directors;
2. to appoint or dismiss the senior management;
3. other matters provided by laws, administrative regulations, rules of China Securities Regulatory Commission and the Articles of Association.

If the board of directors does not adopt or not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose thereof.

(2) to examine the nominated independent director candidates' qualifications and form specific examination opinions.

(3) to make recommendations to the board of directors on the candidates of the chairman and members of the specialised committee under the board of directors (other than the chairman of the Strategy and Development Committee).

(4) to review the composition of the board of directors and make recommendations to the board of directors:

1. to review the organizational structure, number of members, composition and the diversity of the board of directors and its committees (including skills, knowledge, experience, gender, age, culture and education background, professional experience and term of service etc.) at least once a year, and to make recommendations to the board of directors, assist the board of directors in the preparation of a board of directors' skills matrix, and appropriate suggestions on any changes to the board of directors in accordance with the Company's strategies;

2. to make recommendations to the board of directors on proposed adjustments of the board of directors according to the relevant development strategies, production and operation activities, size of assets and shareholding structure of the Company.

(5) to assist the Company in regular evaluation of the board of directors' performance.

(6) to perform other duties as required by applicable laws, regulations, regulatory documents, listing rules of the places where the shares of the Company are listed, the Articles of Association, the Rules of Procedures for the Board, or other matters as authorized by the board of directors.

Article 8 Major duties and authorities of the chairman of the Nomination Committee shall include:

(1) to convene and preside over the meetings of the Nomination Committee;

(2) to propose the convening of extraordinary meetings of the Nomination Committee;

(3) to play a leading role in the Nomination Committee to ensure an efficient operation of the Nomination Committee and fulfillment of its duties;

(4) to ensure that each proposal discussed by the Nomination Committee reaches a clear and definitive conclusion, including whether the proposal is passed, vetoed, or to be further discussed after supplemental materials are provided;

(5) to determine the agenda of each Nomination Committee meeting;

(6) to ensure that all members present at the Nomination Committee meeting know clearly about the matters to be discussed and have access to the complete and reliable information;

(7) other duties and authorities specified in these Terms of Reference.

Article 9 Major duties and authorities of the members of the Nomination Committee shall include:

(1) to attend the Nomination Committee meetings on time, express their views on the subject matters under discussion and exercise voting rights at the meetings;

(2) to propose matters for discussion at the meetings of the Nomination Committee;

(3) to attend relevant meetings of the Company as non-voting delegates or visitors, to conduct surveys and researches to collect reports, documents, materials and other relevant information for the purpose of discharging their responsibilities;

(4) to fully understand the duties and responsibilities of the Nomination Committee and those of himself/herself as a member of the Nomination Committee, to acquaint themselves with relevant information on the operation and management, business activities and development of the Company to ensure his/her capacity for discharging duties and responsibilities;

(5) to fully ensure that each member has sufficient working hours and energy to fulfill his/her duties and responsibilities;

(6) other duties and authorities as specified in these Terms of Reference.

Article 10 The Nomination Committee shall report the proposals passed by them to the board of directors, unless the reporting of which is in conflict with the general duties and responsibilities of the Nomination Committee, or could not be reported subject to the restriction of laws, regulations or regulatory requirements.

Chapter 4 Working System

Article 11 The department in charge of securities affairs of the Company is responsible for submission of the meeting materials, meeting preparations, resolutions implementation supervision and feedback, and shall act as the point of contact and coordination between the Nomination Committee and relevant departments of the Company which shall cooperate accordingly in this regard.

Article 12 The Nomination Committee shall meet at least once a year. In principle, notice shall be given to all members three days prior to the meetings.

An extraordinary meeting shall be convened by the chairman of the Nomination Committee within five days from the date of the occurrence of the following facts:

(1) proposed by the board of directors;

(2) proposed by the chairman of the Nomination Committee;

(3) proposed by no less than half of the members.

The department in charge of securities affairs of the Company shall dispatch the meeting notice and the relevant meeting materials to all the members of the Nomination Committee three days prior to the extraordinary meetings according to the instructions of the chairman of the Nomination Committee in principle. The above-mentioned meeting materials shall be kept by the Company for at least ten years.

Article 13 Prior notice shall be given to all members and other persons attending the meeting. Contents of the notice shall generally include:

(1) the date and venue of the meeting;
(2) the duration of the meeting;
(3) the subject and agenda of the meeting;
(4) the issuance date of the notice.

Where meeting materials are dispatched later than the delivery of the notice, the Company shall provide sufficient time for the members to study the relevant materials.

Article 14 Meetings may be held by way of onsite meetings or written resolutions. Telephone conference or video conference systems may be provided for convenience of the members to attend onsite meetings. Members attending the meetings by such means shall be deemed to be present at the meeting.

Article 15 The quorum of a meeting shall be more than two-thirds of the members. Members shall attend the meeting in person. Where a member is unable to attend a meeting for any reason, he/she may appoint another member by a written power of attorney to attend the meeting on his/her behalf. The power of attorney shall set out the name of the proxy, the subject matters of representation, the scope of authorization and the valid period, with the signature or seal of the appointer and the proxy. A member shall be appointed by no more than one member. Independent director member who is unable to attend the meeting in person for any reason shall review the meeting materials in advance, form specific opinions, and appoint another independent director member to attend the meeting on his/her behalf.

Members attending the meeting as proxy for others shall submit the written power of attorney before the meeting and exercise their rights within the scope of authorization. Where a member appoints another member to attend the meeting on his/her behalf, the legal responsibility of the decision made by the appointee within the scope of authorization shall be borne by the appointer independently.

Article 16 Members of the Nomination Committee who have interests in the subject matters of the meeting shall abstain from voting on such matters. Related matters which cannot form an effective consideration as a result of the abstaining of the members shall be directly considered by the board of directors.

Article 17 Voting in a meeting of the Nomination Committee may be taken by a show of hands or open ballot. Each member shall have one vote. Where members cannot sign on the resolutions promptly at a telephone conference or video conference, they may give a voice vote and then sign a written vote as soon as possible provided that the content of the subsequent written vote must be identical to that of the voice vote given at the meeting. A resolution of the meeting must be passed by more than half of all members.

Article 18 If the Nomination Committee deems necessary, it may invite directors, senior management and heads of departments of the Company who are not members of the Nomination Committee to attend the meeting. Prior approval of the chairman of the Nomination Committee shall be obtained for the list of such attendees.

Article 19 The Nomination Committee shall keep full records for the minutes of the meeting, which shall be signed by members present at the meetings and the recorder. The opinions of independent director members shall be written in the meeting records, which shall be signed and confirmed

by independent director members. Such records shall set down details of the subject matters and resolutions of the meeting, including any concerns and dissenting opinions expressed by each member. The first draft of the records shall be delivered to all members for review within five business days after the meeting. Members who request to make supplementary amendments to the records shall provide their comments in writing within three business days upon receipt of the records.

The final draft of the meeting records signed by all members attending the meeting shall be kept as permanent company archives in accordance with the archive management system of the Company.

The abovementioned records shall be made available for inspection within reasonable time by any director who has given reasonable notice.

Article 20 Members of the Nomination Committee and other persons attending the meeting shall keep confidential all matters discussed at the meetings. Unauthorized disclosure of relevant information is prohibited.

Article 21 The Nomination Committee shall have sufficient resource to perform its duties. If necessary, the Nomination Committee may request to engage external experts and intermediaries to provide independent professional advices on its decision- making, and the reasonable expenses thereof shall be borne by the Company.

Article 22 The Nomination Committee shall maintain regular communications with the board of directors and the senior management. The senior management shall be responsible for timely providing sufficient and proper information for the Nomination Committee to make informed decisions. The Nomination Committee and its members may make further

enquiries and have separate and independent access to the senior management where necessary.

Article 23 Members of the Nomination Committee will be deemed unable to perform his/her duties if they fail to attend, in person or by proxy, any meetings of the committee twice a year. The board of directors shall make adjustment to the composition of the Nomination Committee in accordance with these Terms of Reference.

Article 24 The department in charge of securities affairs and relevant departments of the Company shall cooperate with the Nomination Committee to carry out the work of the Nomination Committee.

Chapter 5 Supplementary Provisions

Article 25 References to "no less than" and "at least" herein shall each include the said number whereas "more than half" shall not include the said number.

Article 26 For any matters that are not covered herein, or in the case of any contradictions between these Terms of Reference and the provisions of the relevant laws, regulations, rules, listing rules of the places where the shares of the Company are listed regulatory documents, Articles of Association and the Rules of Procedures for the Board, the latter shall prevail.

Article 27 The right of interpretation of these Terms of Reference shall be vested in the board of directors of the Company.

Article 28 These Terms of Reference shall be implemented effective upon the date of being considered and approved by the board of directors.

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.