中國鐵路通信信號股份有限公司

China Railway Signal & Communication Corporation Limited*

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

(Stock Code: 3969)

Terms of Reference of the Nomination Committee under the Board of Directors of China Railway Signal & Communication Corporation Limited

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the procedures for nomination of directors and senior management of China Railway Signal & Communication Corporation Limited (the "**Company**"), improve the corporate governance structure of the Company, and fully protect the lawful interest of the Company and its shareholders the Board of Directors of the Company has established the Nomination Committee and promulgated these terms of references in accordance with the *PRC Company Law, the Standards on Corporate Governance of Listed Companies (上市公司治理準則)* issued by the China Securities Regulatory Commission, the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association of China Railway Signal & Communication Corporation Limited* (hereinafter referred to as the "**Articles**") and other relevant rules.

Article 2 The Nomination Committee is a special working body set up by the Board of Directors pursuant to the Articles. It shall be mainly responsible for advising on the candidates, selection criteria and procedures for directors and senior management and report to the Board of Directors

Article 3 For the purpose of these terms of reference, "directors" refers to executive directors, non-executive directors and independent non-executive directors of the Company and "senior management" refers to, among others, the president, the vice president, general accountant, secretary, general legal advisor and other senior management employed by the Board of Directors.

* *For identification only.*

CHAPTER 2 COMPOSITION OF THE NOMINATION COMMITTEE

Article 4 The Nomination Committee shall comprise three directors, the majority of which are independent non-executive directors and the members of which shall be recommended by the chairman of the Board of Directors after discussion with relevant directors subject to consideration and approval by the Board of Directors. The Nomination Committee shall have at least one director of a different gender.

Article 5 The Nomination Committee shall have one chairman who shall an independent non-executive director, and be in charge of the work of the committee. The chairman shall be nominated by the chairman of the Board of Directors and appointed by the Board of Directors. The main powers and duties of the chairman are as follows:

(i) convening and presiding over meetings of the committee;

(ii) determining the procedures of each meeting of the committee;

(iii) signing material documentation of the committee;

(iv) ensuring that the committee reaches a clear conclusion to each proposal which includes passed, rejected and supplementary materials needed;

(v) other powers and duties provided in these terms of reference.

Article 6 The terms of office of the members of the Nomination Committee shall be in conformity with 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 in the laws and regulations, the Articles or these terms of reference.

If any member ceases to be a director of the Company or cannot continue to be a director due to other reasons during his/her term of office, he/she shall be automatically disqualified from acting as a committee member, and such vacancy shall be filled by the Board of Directors pursuant to Article 4 of these terms of reference.

Any change in the membership of the Nomination Committee shall be announced in accordance with the regulatory requirements at the place where the Company's shares are listed.

CHAPTER 3 DUTIES AND RESPONSIBILITIES OF THE NOMINATION COMMITTEE

Article 7 The primary duties of the Nomination Committee are as follows:

(i) reviewing the structure, number of members and composition of the Board of Directors (including skills, knowledge and experience) at least annually, and advising on any proposed changes by the Board of Directors in response to the Company's strategies;

(ii) proposing the standards, procedures and methods for the election of directors and other senior management;

(iii) searching for qualified candidates for directors and senior management, and selecting and nominating relevant individuals to serve as directors or senior management, or making recommendations to the Board of Directors accordingly;

(iv) evaluating the eligibility of candidates for directors and senior management, reporting to the Board its opinions and advising on the relevant appointment to the Board of Directors;

(v) reviewing the independence of the independent non-executive directors;

(vi) advising to the Board of Directors on the appointment or re-appointment of directors and senior management, as well as the succession plan for directors and senior management (especially the chairman and the president);

(vii) assisting the Company's regular evaluation of the performance of the Board of Directors, assisting the Board in maintaining a board skills matrix, and annually assessing each director's time commitment and contribution to the Board of Directors, as well as their ability to perform their duties effectively;

(viii) reporting its decisions or opinions to the Board of Directors, unless otherwise restricted by laws or regulations;

(ix) other duties and responsibilities authorized by the Board of Directors; and

(x) other relevant requirements on the duties and authorities of the committee as amended from time to time in the regulatory rules at the place where the Company's shares are listed.

If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.

Article 8 The Company's human resources management department is the supporting and associated department of the Nomination Committee and is responsible for such daily work as meeting notice, preparing meeting documents, keeping meeting minutes, making and reporting meeting resolutions. The committee may source supports from the Company's relevant departments or personnel upon a temporary designation according to work requirements. The Board of Directors' office is responsible for keeping meeting minutes and resolutions and shares the responsibility with the supporting and associated department of the Nomination Committee for meeting preparations, organizations and other specific work. The secretary of the Board of Directors is responsible for coordinating work among the Nomination Committee, the supporting and associated department of the Nomination Committee and the Board of Directors' office and shall attend the meetings of the Nomination Committee.

Article 9 The Nomination Committee shall be accountable to the Board of Directors. Any proposal passed by the Nomination Committee shall be submitted to the Board of Directors for consideration and approval.

Article 10 The Nomination Committee shall be provided with sufficient resources to perform its duties and responsibilities and, if necessary, may engage intermediate agencies to provide independent professional opinions on its decisions. The reasonable expenses arising therefrom shall be borne by the Company.

Article 11 At the invitation of the chairman of the Board of Directors, the chairman of the Nomination Committee, or in his/her absence, another member or his/her authorized representative, shall attend and answer questions at the Company's annual general meeting.

Article 12 The Nomination Committee shall make its terms of reference available on the websites of the Company or the stock exchange on which the Company's shares are listed to explain its role and powers delegated to it by the Board of Directors in accordance with the relevant requirements under the regulatory rules in the place where the Company's shares are listed.

CHAPTER 4 DECISION-MAKING PROCEDURES FOR THE NOMINATION COMMITTEE

Article 13 The Nomination Committee shall study the selection criteria and procedures and term of office of directors and senior management of the Company in accordance with the relevant provisions under applicable laws, regulations and the Articles and based on the actual situation of the Company. Any proposal shall be submitted to the Board of Directors for consideration and approval before implementation.

Article 14 The selection procedures of directors and senior management are as follows:

(i) The Nomination Committee shall actively study the demand of the Company for new directors and senior management and present such information in writing;

(ii) The Nomination Committee may seek extensively for candidates for directors and senior management from the Company, its wholly-owned subsidiaries, controlled subsidiaries, investees and the human resources market;

(iii) The Nomination Committee shall gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidates and present such information in writing;

(iv) The Nomination Committee shall obtain the consent for nomination from nominees; otherwise, the nominees shall not be the candidates for directors or senior management;

(v) The Nomination Committee shall convene a meeting of The Nomination Committee to review the qualifications of the candidates based on the criteria for directors and managers;

(vi) The Nomination Committee shall make suggestion to the Board of Directors on the candidates for directors and new senior management and submit the recommendation and relevant information to the Board of Directors prior to the election of new directors and appointment of new senior management;

(vii) The Nomination Committee shall complete other follow-up works based on the decision of and feedback from the Board of Directors.

CHAPTER 5 RULES OF PROCEDURES

Article 15 The Nomination Committee shall hold an interim meeting if proposed by the chairman of the committee, more than two members of the committee, or the Board of Directors or the chairman of the Board of Directors.

Article 16 A notice shall be given to all members of the Nomination Committee by the supporting department three days prior to the convening of a meeting and the relevant information shall be submitted to each member. In case of emergency that requires the committee to convene a meeting as soon as possible, the committee may give a notice of the meeting on that day by phone, fax, or e-mail, but the chairman of the committee must give an explanation at the meeting.

Article 17 A meeting of the Nomination Committee shall be presided over by the chairman or if he/she is unable to attend, another member of the committee (being an independent non-executive director) designated by him/her.

Article 18 A meeting of the Nomination Committee shall not be held unless attended by more than two-thirds of its members.

Members of the Nomination 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 19 If a meeting of the Nomination Committee is held, the relevant personnel of the Company may be invited to attend the meeting when necessary.

Article 20 The voting at the meetings of the Nomination Committee shall be taken by show of hands. Each member shall have one vote. Resolutions passed at the meeting must be approved by a majority of all members of the committee.

Article 21 An meeting of the Nomination 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 a resolution of the committee.

Article 22 Where a member of the Nomination Committee is involved in the matter being discussed at the meeting of the committee or a vote is taken thereon, he/she shall be abstained from attending such meeting.

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

Article 24 Resolutions passed at the meeting of the Nomination Committee and any vote results shall be reported to the Board of Directors of the Company in writing.

Article 25 Persons attending and being in presence at the meetings of the Nomination Committee shall undertake confidentiality obligations for all items discussed at the meeting and shall not disclose any relevant information unless authorized by the chairman of the Board of Directors or the Board of Directors of the Company.

Article 26 The supporting department of the Nomination Committee shall record complete minutes. Members of the committee who attend the meeting shall sign on the minutes. The supporting department shall submit the minutes to the Board of Directors office of the Company for filing in accordance with the rules of the Company for the inspection of directors at any time.

CHAPTER 6 DIVERSITY POLICY OF THE BOARD OF DIRECTORS AND EMPLOYEES (INCLUDING SENIOR MANAGEMENT)

Article 27 When performing relevant duties, the Nomination Committee shall consider the diversity policy of the Board of Directors and employees (including senior management) as stipulated in these terms of reference. The Nomination Committee is responsible for monitoring the implementation of the policy, and shall review and amend the policy, as appropriate, to ensure its effectiveness.

Article 28 When reviewing the size and composition of the Board of Directors and searching for and recommending candidates for directors, the Nomination Committee shall, taking into account the business model and specific needs of the Company, consider diversity of the Board of Directors in various aspects, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Board shall not be a single gender board. The final appointment recommendation shall be made to the Board of Directors by the Nomination Committee based on merit and contribution that the selected candidates will bring to the Board of Directors after taking into account the relevant aspects mentioned above.

The Nomination Committee shall monitor the implementation of the diversity policy of the Board of Directors on an ongoing basis, and report on the diversity of the Board of Directors, including the summary of this policy, any measurable objectives set for implementing this policy and the progress on achieving those objectives, in the corporate governance report of the annual report of the Company.

Article 29 The Company is committed to extensive recruitment and attracting diverse talents, welcomes job applications from individuals with different backgrounds, and ensures fairness and equality in the recruitment process. The Company shall not permit bias or discrimination based on race, ethnicity, gender, religion, place of origin, marital status, age, or other factors in recruitment, promotion, compensation, and other related areas. The Company's management shall consider candidates from different backgrounds fairly and impartially to enhance the diversity of the Company's employees (including senior management).

Article 30 The Nomination Committee shall review this policy at appropriate times and make recommendations to the Board of Directors regarding appropriate amendments to this policy.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 31 Unless otherwise specified, the terms used herein shall have the same meaning ascribed thereto under the Articles.

Article 32 Any matters not covered by these terms of reference or in the event that these terms of reference are inconsistent with the laws, regulations, listing rules of the stock exchange where the Company's shares are listed and relevant provisions of the stock exchange as promulgated or amended from time to time after these terms of reference become effective or the lawfully formulated or amended Articles, such laws, regulations, listing rules of the stock exchange where the Company's shares are listed and relevant provisions of the stock exchange or the Articles shall prevail and these term of reference shall be amended forthwith and submitted to the Board of Directors of the Company for approval.

Article 33 After consideration and approval by the Board of Directors, these terms of reference shall become effective. The original Terms of Reference of the Nomination Committee under the Board of Directors of China Railway Signal & Communication Corporation Limited (CRSC Director's Office [2024] No. 35) (《中國鐵路通信信號股份有限公司董事會提名委員會工作細則》(中國通號董辦[2024]35號))shall be repealed at the same time.

Article 34 Interpretation of these terms of reference shall be vested in the Board of Directors of the Company.