



中國建築興業集團有限公司

CHINA STATE CONSTRUCTION DEVELOPMENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 830)

NOMINATION COMMITTEE

TERMS OF REFERENCE

Constitution

1. Pursuant to the resolution passed on 10 March 2010 by the board (“**Board**”) of directors (“**Directors**”) of China State Construction Development Holdings Limited (formerly known as Far East Global Group Limited) (“**Company**”), a nomination committee (“**Committee**”) was established as the nomination committee of the Board.

Membership and Quorum

2. The Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors and with at least one member of a different gender. A quorum shall be two members.
3. The chairman of the Committee shall be the chairman of the Board or an independent non-executive Director and shall be appointed by the Board.

Secretary

4. The company secretary of the Company shall be the secretary of the Committee (“**Secretary**”).

Frequency of meetings

5. Meetings shall be held not less than once a year.

Notice of meetings

6. Notice of meetings shall be given to all members of the Committee at least 7 days before the meeting.

Voting

7. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present.

8. In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

Written resolutions

9. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

Performance of Duties

10. The Company should provide the Committee sufficient resources to perform its duties. The budget of such resources should be controlled and approved by the Board. Any additional resources which are not budgeted should be subject to further approval by the Board. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties

11. The duties of the Committee shall include:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to review the nomination policy and Board diversity policy of the Company periodically and make recommendations to the Board on any proposed revisions to such policies;
 - (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (d) to assess the independence of independent non-executive Directors having regard to the criteria set out in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
 - (e) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;
 - (f) to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities; and
 - (g) to support the regular evaluation of the performance of the Board.

Reporting procedures

12. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.