

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 CRRC Corporation Limited. In case of any discrepancies or inconsistencies between the Chinese and English versions, the Chinese version shall always prevail.

CRRC Corporation Limited
(the “Company”)

Terms of Reference of the Nomination Committee
(the “Committee”) of the Board

1. Role

The Committee is a dedicated committee established in line with the resolution of the Board, whose major functions are selecting and making recommendations on candidates for directors and senior management and the selection criteria and procedures thereof.

2. Membership

- 2.1 The Committee shall comprise of three to five directors, the majority of whom shall be independent non-executive directors.
- 2.2 Committee members shall be nominated by the Chairman of the Board, over half of the independent non-executive directors or one-third of all directors, and elected by the Board.
- 2.3 The Committee shall have one chairman. The chairman shall be an independent non-executive director and be in charge of the work of the Committee. The decision of electing and removing the chairman of the Committee shall be made by the Board.

3. Meetings

- 3.1 Committee meetings are divided into regular meetings and extraordinary meetings. The Committee shall at least hold two regular meetings each year. All such meetings shall be presided over by the chairman of the Committee, or in his/her absence, by one other member (an independent non-executive director) as entrusted.
- 3.2 A meeting of the Committee shall not be held unless attended by over two-thirds of the membership. Each member shall have one vote and the resolutions passed at the meeting must be approved by a majority of all the members.
- 3.3 On the request of the Committee, members of the supporting and associated department (Human Resources Department) of the Company could attend without voting rights at the meetings of the Committee. Directors, supervisors, senior management and heads of other relevant departments may be invited by the Committee to attend without voting rights at such meetings when necessary.
- 3.4 A written report shall be lodged with the Board on the resolutions passed at and the voting results of meetings of the Committee.
- 3.5 The meetings of the Committee shall have minutes taken by personnel appointed by the supporting and associated department. Members of the Committee who attend the meetings shall sign their names on the minutes. The Secretary to the Board shall keep the minutes of the Committee meetings as important corporate documents in a manner in line with the Company's file management system.

4. Powers and Duties

The main powers and duties of the Committee include:

- (1) to review at least annually the size and composition (including the skills, knowledge and experience) of the Board according to the Company's conditions of operation activities, scale of assets and shareholdings, and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy;

- (2) to research on the selection criteria and procedures for candidates for non-employee representative directors and senior management, and to make recommendations to the Board on appointment, re-appointment and relevant matters of the succession plan of the non-employee representative directors;
- (3) to search for qualified candidates for non-employee representative directors and senior management and give advice and make recommendations on appointment;
- (4) to conduct preliminary investigation into and make recommendations on candidates for non-employee representative directors and senior management;
- (5) to assess the independence of independent non-executive directors;
- (6) to report to the Board of the Committee's decisions or proposals, except for those which could not be reported pursuant to laws or regulatory restrictions;
- (7) to exercise other powers authorized by the Board; and
- (8) to comply with other requirements on the terms of reference of the Committee in the listing rules of the stock exchange where the shares of the Company are listed as amended from time to time.

5. Board Diversity Policy

5.1 When performing relevant duties, the Committee shall consider the board diversity policy as stipulated in this document. The Committee is responsible for monitoring the implementation of the policy, and will review and amend the policy, as appropriate, to ensure its effectiveness.

5.2 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, ethnicity, professional experience, skills, knowledge and length of service. The ultimate appointment recommendation shall be made to the Board by the Committee based on merit and contribution that the selected candidates will bring to the Board after taking into account the relevant aspects mentioned above.

6. Authority

6.1 The Committee shall be provided with sufficient resources to discharge all of its duties and be entitled to obtain sufficient support from the Company's senior management for discharge of duties.

6.2 The Committee could engage, as authorized by the Board, intermediaries for independent professional advice for its decision-making when necessary. The reasonable expenses arising therefrom shall be borne by the Company

7. Other Provisions

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

7.2 Chairman or one authorized member of the Committee or the supporting and associated department for the Committee shall report to the Board the Committee's work since the last regular meeting of the Board, or conduct a special report on one specific issue.

Note: Senior management refers to the President, Vice President, Chief Financial Officer, Secretary to the Board and other personnel that the Board may engage.