

CHINA RESOURCES CEMENT HOLDINGS LIMITED
Terms of Reference for Nomination Committee
(adopted on 2 September 2009 and amended on 29 February 2012,
4 May 2012, 1 March 2013 and 14 December 2018)

Definitions

1. For the purposes of these terms of reference (the “*Terms*”):

Board means the board of directors of the Company.

Company means China Resources Cement Holdings Limited.

Company Secretary means the company secretary of the Company.

Directors mean the members of the Board.

Group means the Company and its subsidiaries from time to time, and, for the period before the Company became the holding company for such subsidiaries, the entities which carried on the business of the Group.

Nomination Committee means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Senior Management means the executive Directors and other members of senior management referred to in the Company’s prospectus issued in connection with its initial listing on the Stock Exchange or in its most recent annual report and any such other officer of the Group determined by the Board from time to time as senior management of the Company.

Shareholders mean the shareholders of the Company.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Constitution

2. The Nomination Committee was established by resolutions of the Board on 2 September 2009.

Membership

3. The members of the Nomination 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.

4. The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.
5. The Company Secretary or any other person authorised by him or the Nomination Committee shall be the secretary of the Nomination Committee. The Nomination Committee may, from time to time, appoint any other person with the appropriate qualification and experience as secretary of the Nomination Committee.

Frequency and conduct of meetings

6. Meetings shall be held at least once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.
7. Notice of any meetings shall be given at least 7 days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the Nomination Committee shall be deemed waiver of the requisite length of notice by such member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days. An agenda and accompanying meeting papers should be sent in full to all members in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members).
8. The quorum for meetings of the Nomination Committee shall be two members. Meetings could be held in person, by telephone or by video conference.
9. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members of the Nomination Committee present. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
10. The Senior Management is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Nomination Committee requires more information than is volunteered by the Senior Management, the relevant member of the Nomination Committee should make additional necessary enquiries. The Nomination Committee and each of its members shall have separate and independent access to the Senior Management.

Annual General Meeting

11. The chairman of the Nomination Committee, or in the absence of the chairman of the Nomination Committee, another member of the Nomination Committee, or failing which, his duly appointed alternate, shall attend the Company's annual general meetings and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities and its responsibilities.

Authority

12. The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
13. The Nomination Committee is authorised by the Board to obtain outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Nomination Committee considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

Duties

14. The duties of the Nomination Committee shall include:
 - (a) reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer, taking into account the challenges and opportunities facing the Company, what skills and expertise are therefore needed on the Board in the future and with due regard for the benefits of diversity on the Board;
 - (c) to assist the Board in the development and the regular review of the Board Diversity Policy and the Nomination Policy; and review the measurable objectives for the implementation of the Board Diversity Policy and monitor progress towards the achievement of such objectives;

- (d) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- (e) assessing the independence of independent non-executive Directors;
- (f) before appointments are made by the Board, evaluating the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- (g) keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (h) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (i) reviewing annually the time required from non-executive Directors. Performance evaluations should be used to assess whether the non-executive Directors are spending enough time in fulfilling their duties; and
- (j) ensuring that on appointment to the Board, Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

15. The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors;
- (b) suitable candidates for the role of independent non-executive Directors;
- (c) membership of the Company's Audit and Remuneration committees, in consultation with the chairmen of those committees;

- (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required, as well as the diversity on the Board;
- (e) the continuation (or not) in service of any Director who has reached the age of 70;
- (f) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract;
- (g) the appointment of any Director to executive or other office, other than to the positions of chairman and chief executive officer, the recommendation for which would be considered at a meeting of the full board; and
- (h) The measurable objectives for achieving diversity on the Board.

Reporting procedures

- 16. Full minutes of the Nomination Committee's meetings should be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 17. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meetings.
- 18. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Terms available

- 19. The Nomination Committee shall make available these Terms by inclusion on the website of the Stock Exchange and the Company's official website for corporate communications.