

CHINA RESOURCES CEMENT HOLDINGS LIMITED
Terms of Reference for Corporate Governance Committee
(adopted on 29 February 2012 and amended on 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.

Corporate Governance Committee means the corporate governance committee established by resolution of the Board in accordance with clause 2 of these Terms.

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.

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 Corporate Governance Committee was established by resolutions of the Board on 29 February 2012.

Membership

3. The members of the Corporate Governance Committee shall be appointed by the Board from among the non-executive Directors and executive Director of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. The chairman of the Corporate Governance Committee shall be appointed by the Board and shall be an independent non-executive Director.
4. The Company Secretary or any other person authorised by him or the Corporate Governance Committee shall be the secretary of the Corporate Governance Committee. The Corporate Governance Committee may, from time to time, appoint any other person with the appropriate qualification and experience as secretary of the Corporate Governance Committee.

Frequency and conduct of meetings

5. Meetings shall be held at least once a year. The chairman of the Corporate Governance Committee shall convene a meeting upon request by any member of the Corporate Governance Committee.
6. Notice of any meetings shall be given at least 7 days prior to any such meeting being held, unless all members of the Corporate Governance Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the Corporate Governance 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 Corporate Governance Committee (or such other period as agreed by its members).
7. The quorum for meetings of the Corporate Governance Committee shall be two members. Meetings could be held in person, by telephone or by video conference.
8. Resolutions of the Corporate Governance Committee at any meetings shall be passed by a majority of votes of the members of the Corporate Governance Committee present. A resolution in writing signed by all the members of the Corporate Governance Committee shall be as valid and effectual as if it had been passed at a meeting of the Corporate Governance Committee duly convened and held.

9. The Senior Management is obliged to supply the Corporate Governance 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 Corporate Governance Committee requires more information than is volunteered by the Senior Management, the relevant member of the Corporate Governance Committee should make additional necessary enquiries. The Corporate Governance Committee and each of its members shall have separate and independent access to the Senior Management.

Annual General Meetings

10. The chairman of the Corporate Governance Committee, or in the absence of the chairman of the Corporate Governance Committee, another member of the Corporate Governance 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 Corporate Governance Committee's activities and its responsibilities.

Duties

11. The duties of the Corporate Governance Committee shall include:
- (a) developing and reviewing the policies and practices of the Company on corporate governance and make recommendation to the Board with regard to any changes;
 - (b) reviewing and monitoring the training and continuous professional development of Directors and senior management on corporate governance;
 - (c) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements on corporate governance and making recommendation to the Board with regard to any changes;
 - (d) developing, reviewing and monitoring the code of conduct and corporate governance manual applicable to employees and Directors;
 - (e) reviewing the Company's compliance with the corporate governance code and disclosure in the corporate governance report; and
 - (f) doing other matters related to corporate governance as instructed by the Board from time to time.

Authority

12. In fulfilling the aforesaid duties, the Corporate Governance Committee has the following authorities:
- (a) investigating any activity related to non-compliance of corporate governance code and disclosure in the corporate governance report under the instruction of the Board. The Corporate Governance Committee can seek any information it requires during the aforesaid investigation; and
 - (b) obtaining outside legal or other independent professional advice related to non-compliance of corporate governance code and disclosure in the corporate governance report under the instruction of the Board. The Corporate Governance Committee can request outsiders with relevant experience and/or expertise to attend its meeting if it considers it is necessary.

Reporting procedures

13. Minutes of the Corporate Governance Committee's meetings shall 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.
14. Minutes of meetings of the Corporate Governance Committee shall record in sufficient detail the matters considered by the Corporate Governance 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 Corporate Governance Committee for their comment and records within a reasonable time after the meetings.
15. Without prejudice to the generality of the duties of the Corporate Governance Committee set out in these Terms, the Corporate Governance 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

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