

**TERMS OF REFERENCE AND PROCEDURE OF THE NOMINATION
COMMITTEE OF CHINA TIANRUI GROUP CEMENT COMPANY
LIMITED**

(A company incorporated in Cayman Islands with limited liability)

Adopted and passed by the Board on 12 December 2011

Revised on 23 March 2012

Definitions

Company	China Tianrui Group Cement Company Limited (中國天瑞集團水泥有限公司)
Board	the board of Directors of the Company
Committee	the nomination committee of the Board of the Company
Director(s)	the director(s) of the Company
Stock Exchange	the Stock Exchange of Hong Kong Limited
Independent Non-executive Director(s)	the independent non-executive director(s) who has (have) satisfied the requirements under the Listing Rules
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
Senior Management	the type of staff that is deemed by the Board to be senior management pursuant to the applicable laws and the Listing Rules

Purpose of the Establishment of the Nomination Committee

To better deal with the nomination of members and composition of the Board and to enhance efficiency, the Board established the Committee on 12 December 2011 pursuant to Appendix 14 to the Listing Rules.

Membership

1. Members of the Committee shall be appointed by the Board and shall consist of not less than three members, a majority of which shall be Independent Non-executive Directors. The Committee shall have one chairman. If the numbers of votes for and against any resolution are the same, the chairman of the Committee shall cast an additional or decisive vote.
2. The chairman of the Committee shall be appointed by the Board and be an Independent Non-executive Director.
3. The Committee shall have one secretary, who shall be the Company Secretary and shall attend all meetings of the Committee to the extent practicable.

Interests Disclosure

4. Any member of the Committee shall disclose to the Committee any of its personal financial interests in any matter determined by the Committee and any potential conflict of interests arising therefrom. Any member entitled to such interests or involved in such potential conflict of interests shall abstain from voting on the resolution of the Committee in relation to such interests or potential conflict of interests and from participating in any discussion in relation to such resolutions. If required by the Board, such member shall submit resignation with the Committee.

Terms of Reference

5. To review the structure, size and composition (including in the areas of skills, expertise and experience) as required for the Board at least annually, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
6. To be responsible for identifying suitably qualified candidates to act as Directors and to select and nominate related persons to assume the offices of Director or to make recommendations to the Board on this regard.
7. To assess the independence of Independent Non-executive Directors.
8. To recommend to the Board on such related issues as the appointment or reappointment of Directors and succession planning for Director, in particular for the chairman and the chief executive.
9. To perform other functions in accordance with the requirement of the Board.

Work Procedures

10. The Committee shall meet at least once (or such times as required by the other regulatory authorities applicable to the Company) every year and the time for the meeting shall depend on the requirement. The meeting shall be convened and presided by the chairman of the Committee by giving notice 7 days before the meeting (unless all member of the Committee agree to waive the time limit of the notice) notifying all members of the Committee and providing information relating to the proposed meeting (including but not limited to the purpose, time, venue, date, agenda and related documents).
11. A quorum for the meeting shall be two members, of which one shall be an Independent Non-executive Director. The members may participate in the meeting in person or through telephone conferencing or other communication equipment by means of which all persons participating in the meeting are capable of hearing each other.
12. The Committee may invite other Directors, professionals, consultant agencies or senior management of companies in the society to attend the meeting based on the issues to be discussed. Reasonable fees for engaging related professionals shall be borne by the Company.

13. Resolutions of the Committee shall be passed by a simple majority of votes of the members present.
14. The Committee shall report to the Board following each meeting.
15. At any time the chairman of the Board shall be informed of the convening of all meetings of the Committee in advance and may participate in all meetings of the Committee. However, chairman of the Board shall not participate in any meeting at which the Committee discusses his remuneration packages or interests.

Authority

16. While discharging duties the Committee is entitled to collect any information necessary from any employee of the Company.
17. The Committee is entitled to seek external legal or other professional advices in relation to any issues within its scope of authority at the expense of the Company.

Other Provisions

18. The Committee shall provide the Board with the information necessary for assisting the Board in reporting to the shareholders of the Company on corporate governance matters pursuant to the Listing Rules or the requirements of other regulatory authorities applicable to the Company.
19. The Committee shall appoint at least one of its members to participate in the annual general meeting of the Company to answer questions raised by the shareholders of the Company regarding the nomination of Directors and other nomination policies.
20. Minutes of meetings of the Committee shall be prepared and kept by the secretary of the Committee. The secretary of the Committee shall, within a reasonable time following the conclusion of the meeting at which he/she acts as the secretary, submit preliminary and final versions of the minutes to all members of the Committee for their comment and records.
21. The Committee shall report to the Board all its decisions or suggestions.

Continuing Application of the Articles of Association of the Company

22. The provisions of the articles of association of the Company regulating the meeting procedures of the Board, so far as the same are applicable and are not replaced by the provisions in these terms of reference, shall apply to the meeting procedures of the Committee.

Rights of the Board

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 to the Listing Rules), amend, supplement and revoke at any time these terms of reference and procedures provided that no amendments, supplementation and revocation thereof shall invalidate any prior act and resolution of the Committee.