



China Resources and Transportation Group Ltd
中國資源交通集團有限公司

CHINA RESOURCES AND TRANSPORTATION GROUP LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 269)

(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Adopted by the Board on 28 November 2011 and revised on 29 November 2013)

1. CONSTITUTION

The board of directors of the Company (the “**Board**”) established the Nomination Committee (the “**Committee**”) on 28 November 2011.

2. MEMBERSHIP

2.1 The members of the Committee (the “**Members**”) shall be appointed by the Board.

2.2 The majority of the Members of the Committee shall be independent non-executive Directors.

2.3 The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive Director or the chairman of the Board.

2.4 The company secretary of the Company or his/her delegate shall be the secretary of the Committee (the “**Secretary**”).

3. FUNCTIONS AND AUTHORITY

3.1 The Committee is appointed by the Board to, having regard to the independence and qualification of nominees, recommend suitable candidates for directorship to the Board and ensure that all nominations are fair and transparent.

3.2 At the Company’s expense, the Committee is authorized by the Board to make full use of internal resources and intermediary agencies to identify qualified candidates for directorship.

- 3.3 The Committee is authorized by the Board to conduct interviews with qualified candidates.
- 3.4 The Committee is authorized by the Board to have access to independent professional advice (if necessary).
- 3.5 The Committee shall be provided with sufficient resources to perform its duties.

4. RESPONSIBILITIES

The duties of the Committee shall be:

- 4.1 review the structure, size and composition (including the skills, knowledge and experience of the Directors) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 4.2 identify suitably qualified individuals for appointment as the Directors and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- 4.3 make 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 of the Company;
- 4.4 assess the independence of the independent non-executive Directors;
- 4.5 report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so;
- 4.6 review the board diversity policy, as appropriate; make recommendations to the Board on any proposed change to the policy and to exercise such other powers and authorities, and to perform such other duties, as set out in the policy or delegated by the Board from time to time; and
- 4.7 such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code as contained in Appendix 14 of the Listing Rules (as amended from time to time).

5. MEETINGS

- 5.1 The Committee shall meet at least once a year. Additional meetings shall be held as the Committee demands.
- 5.2 Notice of any meetings of the Committee has to be given at least 3 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 3 days.
- 5.3 The quorum of the Committee should be any two Members, of whom at least one has to be an independent non-executive Director.
- 5.4 Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, by telephone or by video conference.
- 5.5 The Secretary shall keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of after each meeting.

6. ANNUAL GENERAL MEETING

The chairman of the Committee or a Member of the Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' question on the Committee's activities and its responsibilities.

7. PUBLICATION OF THE TERMS OF REFERENCE

The Terms of Reference will be posted on the Company and the Hong Kong Exchanges and Clearing Limited. A copy of the Terms of Reference will be made available to any person without charge upon written request made to the Secretary.