



華潤啤酒(控股)有限公司

China Resources Beer (Holdings) Company Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291 (HKD counter) and 80291 (RMB counter))

Terms of Reference for Nomination Committee

Constitution

1. The board of directors of the Company (the “**Board**”) has established a Committee known as the Nomination Committee (“**Committee**”).
2. Unless otherwise defined, terms and expressions used in these terms of reference shall have the same meaning as defined in the Corporate Governance Practice Manual of China Resources Beer (Holdings) Company Limited (“**Company**”).

Membership

3. The members of the Committee (“**Members**”) shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”) and shall consist of not less than three Members, a majority of whom should be Independent Non-Executive Directors. The Director responsible for human resources function (“**Responsible Director**”) shall be an ex-officio Member of the Committee.
4. The Chair of the Committee (“**Chair**”) shall be chaired by the chairman of the Board (“**Chairman**”) or an Independent Non-Executive Director and in his absence, Members present may elect any Member to chair a Committee meeting.

Attendance at meetings

5. The Company Secretary or his delegate or such other person appointed by the Chair shall be the secretary of the Committee (“**Secretary**”).

Frequency and procedures of meetings

6. Meetings shall be held at least once a year and as requested by the Responsible Director or the Chair of the Committee. The Members may adopt from time to time the procedure governing the convening of the Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee. Two Members shall form a quorum of the Committee.

Authority

7. The Committee is authorised by the Board to deal with any activity within its terms of reference. It is authorised by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
8. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary at the Company's expense.

Duties

9. The duties of the Committee shall be:
 - (a) to review the performance, structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed change to the Board to complement the Company's corporate strategy;
 - (b) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose in the Company's corporate governance report the policy and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;
 - (c) to develop and maintain a policy concerning diversity of Board members and to review the implementation and effectiveness on such policy on an annual basis and disclose the policy on diversity or a summary of the policy in the Company's corporate governance report;
 - (d) to identify, and assess the suitability and qualification of, candidates for the Directors and to report to the Board on their assessment and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (e) to assess the independence of the Independent Non-Executive Directors, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (including but not limited to Rule 3.13 of the Listing Rules and paragraph B.2.3 of part 2 of the Corporate Governance Code); and
 - (f) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairman and the President.

Other Procedures

10. The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
11. The Chair, in consultation with the Responsible Director and the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chair, with the assistance of the Secretary, shall ensure that all Members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting and be briefed on the issues arising at each Committee meeting. The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any Member including dissenting views of any Member. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all Members for comments and records within a reasonable time after each meeting. The Chair shall report at the forthcoming Regular Board Meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
12. These Terms of Reference has been prepared in English and Chinese, and both versions possess equal status and have the same effect. In the event of any discrepancy between the two aforesaid versions, the English version shall prevail.