



中國礦業資源集團有限公司
China Mining Resources Group Limited

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CHINA MINING RESOURCES GROUP LIMITED
(the "Company")

NOMINATION COMMITTEE
TERMS OF REFERENCE

I. General

1. In order to run an effective board of directors of the Company (the "Board") and to strengthen corporate governance of the Company, the Board has resolved to establish a nomination committee under the Board (the "Committee") with the terms of reference as set out herein below. The main objective of the nomination committee is to lead the process for the appointment of the member of the Board, and to identify and nominate suitable candidates for appointment to the Board.
2. The Committee shall act in accordance with these terms of reference and carry out its duties with the delegated authority of the Board. The Committee shall report to the Board and make recommendations so as to assist the Board to fulfill its functions.
3. The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

II. Membership

1. The Committee shall comprise not less than three members to be appointed by the Board, the majority of whom should be independent non-executive directors.
2. The Board shall appoint the chairman of the Committee who should either be the chairman of the Board or one of the independent non-executive directors sitting on the Committee.

** For identification purpose only*

III Frequency and proceedings of meetings

1. The Committee shall meet at least once a year and also as and when required.
2. The quorum for meetings of the Committee shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Committee.

IV Secretary

1. The company secretary of the Company shall be the secretary of the Committee.

V Notice of Meetings

1. Usually, meetings are convened by the chairman of the Committee, however, other members of the Committee can also convene meetings as necessary. Notice of at least 3 days should be given of a meeting to give all Committee members an opportunity to attend or over half of the members of the Committee agree the reasonable shorter notice should be given.

VI Minutes of the Meetings

1. Minutes of the Committee meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of the minutes shall be circulated within a reasonable time after the meetings to all members of the Committee for their comment and records.
2. The secretary of the Committee shall keep the minutes and resolutions passed at the Committee meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

VII Annual General Meeting

1. The chairman of the Committee or in his/her absence, another member of the Committee, shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions on the activities of the Committee.

VIII Authorities and Duties

1. The authorities and duties of the Committee are as follows:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - (c) to assess the independence of independent non-executive directors;
 - (d) 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 chief executive;
 - (e) to make recommendations to the Board on the membership of Board committees e.g. audit committee and remuneration committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;
 - (f) before recommending an appointment of the Board, evaluate the existing balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment; and
 - (g) To deal with any other matters delegated by the Board.

IX Reporting

1. The chairman of the Committee shall submit any reports and recommendations made by the Committee to the Board.
2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

X. Effective

These terms of reference shall be effected and implemented from the date of the Board meeting approving the document.

(Version: March 2012)