



中廣核礦業有限公司*

CGN Mining Company Limited

(the “Company”)

**TERMS OF REFERENCE
FOR THE NOMINATION COMMITTEE (THE “COMMITTEE”)**

Adopted on 15 March 2012

1. MEMBERSHIP

- 1.1 The members of the Committee (“Members”) shall comprise directors of the Company (the “Directors”) appointed by the board of the Directors (the “Board”) and shall comprise of a minimum of three (3) Members.
- 1.2 The majority of the Members shall be independent non-executive Directors.
- 1.3 The Chairman of the Committee shall be the chairman of the Board or an independent non-executive director. A quorum shall be two (2) Members. Attendance at Committee meetings by an alternate Member should not be counted as attendance by the Member himself.
- 1.4 The appointment of Members may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
- 1.5 The Company Secretary (whom failing, a person nominated by the Chairman of the Committee) or a duly appointed secretary with appropriate qualification and experience shall be appointed as secretary of the Committee and shall attend all of its meetings.

2. MEETINGS

- 2.1 The Committee shall meet at least once annually to review the structure, size and composition of the Board to complement the Company’s corporate strategy. Additional meetings shall be held as the work of the Committee demands.
- 2.2 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Members.
- 2.3 Full minutes of the Committee shall be kept by the secretary of the Committee as conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meetings or by the chairman of the next succeeding meeting. Draft

* *for identification purposes only*

and final versions of minutes shall be circulated to all Members for their comments and records respectively within a reasonable time after the meeting. Such minutes shall be open for the Board's inspection.

- 2.4 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.
- 2.5 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (including the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

3. RESPONSIBILITY

- 3.1 The function of the Committee is to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors, so as to ensure that all nominations are fair and transparent.

4. AUTHORITY

- 4.1 The Committee may exercise the following powers:
 - (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the "Group") and any professional advisers in order to perform its duties at the Company's expense, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
 - (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment of Directors;
 - (c) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it consider necessary; and

- (d) to exercise such powers as the Committee may consider necessary and expedient and be provided with sufficient resources so that the duties of the Committee can be properly discharged. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

5. DUTIES

5.1 The Committee shall:

- (a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;
- (b) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
- (c) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) assess the independence of independent non-executive Directors;
- (e) 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; and
- (f) consider other matters, as defined or assigned by the Board from time to time.

6. REPORTING PROCEDURES

- 6.1 Full minutes of the Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meeting shall be sent to all Members for their comments and records respectively within a reasonable time after the meeting.
- 6.2 The Company Secretary shall circulate the minutes of Committee meetings and relevant information to the Board.

The terms of reference will be posted on the Company's website and on the Stock Exchange's website.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.