



江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

**TERMS OF REFERENCE FOR
THE NOMINATION COMMITTEE OF THE BOARD
(revised on 18 March 2021)**

CHAPTER I GENERAL PROVISIONS

Article 1 The board of directors (hereinafter referred to as the “**Board**”) of Jiangxi Copper Company Limited (hereinafter referred to as the “**Company**”) establishes a nomination committee (hereinafter referred to as the “**Nomination Committee**”), and formulates these terms of reference in accordance with the relevant laws and regulations including the Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies, the rules governing the listing of securities from time to time on the stock exchange in the place where the Company’s shares are listed (hereinafter referred to as the “**Listing Rules**”), and relevant stipulations and requirements of the Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as the “**Articles of Association**”).

Article 2 The Nomination Committee is a specialised working body under the Board which is principally responsible for overseeing the selection, selection criteria and nomination procedures and giving advice to the Board in relation to the selection and recommendation criteria on candidates for directors (hereinafter referred to as the “**Directors**”) and senior management of the Company.

CHAPTER II COMPOSITION OF MEMBER

Article 3 The members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. A quorum shall be two members, one of whom shall be an independent non-executive Director.

Article 4 The Nomination Committee shall have a chairman and a convener. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive Director appointed by the Board. The convener of the Nomination Committee shall be an independent non-executive Director appointed by the Board. The chairman and convener of the Nomination Committee could be the same independent non-executive Director.

Article 5 The term of office of the Nomination Committee shall be the same as that of the Board. A member may be re-elected and re-appointed upon expiry of his/her term of office. If any member ceases to serve as a Director during his/her term of office, he/she shall automatically cease to serve as a committee member, and the vacancy shall be filled by the committee in accordance with Articles 3 and 4 above.

CHAPTER III THE RULES OF PROCEDURES

Article 6 Unless otherwise agreed by all the members of the Nomination Committee, a meeting of the Nomination Committee (hereinafter referred to as the “**Meeting**”) shall be convened with at least seven (7) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall be given to each member, at least seven (7) days before the date of the meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing. Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members for the purposes of the Meeting.

Article 7 The company secretary of the Company shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

Article 8 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.

Article 9 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

Article 10 Meetings shall be held at least once a year.

Article 11 The convening procedure and voting manner at the meeting of the Nomination Committee and the resolutions passed at such meeting shall comply with requirements of relevant laws, regulations, Articles of Association and these terms of reference.

CHAPTER IV DUTIES AND AUTHORITY

Article 12 The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to perform its duties.

Article 13 The Nomination 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.

Article 14 The duties of the Nomination Committee shall be:

- (1) to review the structure, size and composition (including skills, knowledge, experience and diversity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) to study the selection standards and procedure of Directors and senior management, identify individuals qualified to be the Directors and senior management and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (3) to search for eligible candidates of Directors and senior management on a comprehensive basis;
- (4) to review and make recommendations to the Board on candidates for Directors and senior management;
- (5) to formulate a policy concerning diversity of Board members, and disclose the said policy or a summary of the said policy in the corporate governance report;
- (6) to supervise the Board Diversity Policy and to review the measurable objectives and the progress on achieving such objectives set out in the policy;
- (7) to assess the independence of independent non-executive Directors;

- (8) 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 general manager;
- (9) to do any such things to enable the Nomination Committee to perform its powers and functions conferred on it by the Board;
- (10) to conform to any requirement, instruction, and regulation that may be prescribed by the Board from time to time or contained in the Articles of Association or imposed by the Listing Rules or any applicable law; and
- (11) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (among others) the process used for identifying the individual, why the Board believes the individual should be elected and the reasons why it considers the individual to be independent.

Article 15 Draft and final versions of the minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their review and records. The secretary of the Nomination Committee or his/her representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

Article 16 The functions and duties of the Nomination Committee shall be posted on the websites of the Company, the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited, and will be made available upon request of investors.

CHAPTER V OTHERS

Article 17 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting and be prepared to respond to questions at the annual general meeting on the Nomination Committee's functions and responsibilities.

Article 18 The Company should provide the Nomination Committee sufficient resources to perform its duties. The Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibility where necessary.

CHAPTER VI SUPPLEMENTARY PROVISIONS

- Article 19** These terms of reference shall be implemented with effect from the date on which the relevant resolution is passed by the Board.
- Article 20** Any matters not covered by these terms of reference shall be implemented in accordance with the provisions of the relevant laws and regulations of China and the Articles of Association. If these terms of reference contravene any future laws and regulations of or the Articles of Association as amended in accordance with legal procedures, they shall be implemented, promptly amended and reported to the Board for consideration and approval in accordance with the provisions of the relevant laws and regulations of China and the Articles of Association.
- Article 21** For the purposes of these terms of reference, the terms “not less than”, “within”, “not more than” are all inclusive terms, while “exceeding”, “not exceeding”, “excluding”, “less than” and “more than” are exclusive terms.
- Article 22** The Board shall be responsible for interpretation of these terms of reference.