



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  
(amended on 28 August 2025)**

**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**”) established a nomination committee (hereinafter referred to as the “**Nomination Committee**”), and formulated 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 exchanges 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 MEMBERS**

**Article 3** The members of the Nomination Committee shall be appointed by the Directors and shall consist of five members, more than half of whom should be independent non-executive Directors. The members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive Directors, or one-third of all Directors and shall be elected by the Board. The Company shall appoint at least one Director of a different gender to the Nomination Committee.

**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 may 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 by giving 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 email or by telex or telegram or facsimile transmission at the telephone number or email address 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 the 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 of the Nomination Committee, shall be the secretary of the meetings of the Nomination Committee.

**Article 8** A meeting of the Nomination Committee shall be held only if more than half of the members are in attendance. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication. Voting at a meeting of the Nomination Committee shall be by a show of hands or by poll; interim meetings may be convened by correspondence voting.

- Article 9** Each member of the Nomination Committee shall have one vote. Resolutions of the meetings must be passed by more than half of all the members.
- Article 10** Meetings shall be held at least once a year. The meetings shall be chaired by the convenor or, if the convenor is not able to attend, he/she may appoint another member who is an independent Director to chair the meetings.
- Article 11** The convening procedure, voting manner and the resolutions passed at the meeting of the Nomination Committee shall comply with requirements of relevant laws, regulations, the Articles of Association and these terms of reference. Minutes of the meetings of the Nomination Committee shall be taken and signed by the members present at the meetings; the minutes of the meetings shall be kept by the secretary office of the Board.

#### **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 seek external legal or other independent professional advice and may invite the Directors and relevant senior management of the Company or external personnel with relevant experience and expertise to attend the meetings if 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, assist the Board in maintaining a Board skills matrix 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 suitably 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 comprehensively search for eligible candidates for Directors and senior management;

- (4) to select and review candidates for Directors and senior management and their qualifications for appointment, and to make recommendations to the Board on the nomination or removal of Directors, the appointment or dismissal of senior management, and other matters stipulated by laws, administrative regulations, the requirements of the securities regulatory authorities and the Articles of Association;
- (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 monitor the board diversity policy and to review the measurable targets and the progress on achieving such targets as 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;
- (9) to support the Company's regular evaluation of the Board's performance;
- (10) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;
- (11) to do any such things to enable the Nomination Committee to perform its powers and functions conferred on it by the Board;
- (12) 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

(13) 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; the perspectives, skills and experience that the individual can bring to the Board; and how the individual contributes to diversity of the Board.

**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 shall 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 if such member is unable to attend, his duly appointed representative, shall attend the annual general meeting and be prepared to respond to questions at the annual general meeting about the Nomination Committee's functions and responsibilities.

**Article 18** The Company should provide the Nomination Committee with 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 provided for in these terms of reference shall be implemented in accordance with the provisions of the relevant state laws and regulations, the Listing Rules and the Articles of Association. If these terms of reference conflict with any future laws and regulations promulgated by the state, the Listing Rules or the Articles of Association as amended pursuant to lawful procedures, they shall be implemented in accordance with the relevant state laws and regulations, the Listing Rules and the Articles of Association, and shall be promptly amended and submitted to the Board for consideration and approval.
- 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.