



Xinjiang Xinxin Mining Industry Co., Ltd.* (“Company”)

新疆新鑫礦業股份有限公司

(a joint stock limited company incorporated in the People’s Republic of China with limited liability)

(Stock code : 3833)

**Terms of reference of
the Nomination Committee (“Committee”) of
the Board of Directors (“Board”) of the Company**

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 16 March 2012.

2. Membership

- 2.1 Members of the Committee shall be nominated by the Chairman of the Board, majority of the independent non-executive directors or one third of the Board members, and appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company.
- 2.2 The Chairman of the Committee shall be appointed by the Board.
- 2.3 The company secretary of the Company shall be the secretary of the Committee.
- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
- 2.5 The term of the Committee shall align with the term of the session of the Board, unless otherwise decided by the Board, upon retirement, the re-elected director Committee members shall also be re-elected as Committee members.

3. Proceedings of the Committee

3.1 Notice:

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.
- (b) The Chairman of the Committee or any two Committee members may and, on the request of any two Committee members, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) 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 of the Committee for the purposes of the meeting.

3.2 Quorum: The quorum of the Committee meeting shall be the majority of the total number of the members of the Committee. A resolution shall be passed if a majority of the total number of the members of the Committee vote for.

3.3 Frequency: Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors ("Directors") of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.

4. Written resolutions

4.1 Written resolutions may be passed by all Committee members in writing.

5. Proxy

5.1 A Committee member who is unable to attend the meeting can appoint another Committee member as his proxy to attend the meeting on his behalf or express his views or resolutions to the Committee in writing. Attendance at the meeting by a proxy should not be counted as attendance by the Committee member himself

6. Authority of the Committee

6.1 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, 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 as Directors;
- (c) to obtain, at the Company's expenses, external legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of external parties with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;
- (d) 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 considers necessary; and
- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2 The Committee should be provided with sufficient resources to discharge its duties.

7. Duties

7.1 The duties of the Committee shall be:

- (a) review the structure, size, composition and diversity (including but not limited to skills, knowledge and experience, gender, age, cultural and education background, ethnicity, professional experience and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the issuer's corporate strategy;
- (b) 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) assess the independence of the independent non-executive Directors;
- (d) 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) review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually; and
- (f) make recommendations to the Board, including but not limited to, the following:
 - (i) the re-election by shareholders of the Company of any Directors who are due to retire by contract having regard to their performance and ability to continue to contribute to the Board;

- (ii) the continuation or discontinuation of service of any independent non-executive Director who has served the Company for more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;
- (iii) relevant matters relating to the appointment, re-appointment of Directors; and
- (iv) relevant matters relating to succession planning for Directors .

8. Minutes and records

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. Powers of the Board

- 9.1 The Board may, subject to compliance with the articles of association of the Company and 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.

10. Reporting procedure

- 10.1 The secretary of the Committee shall circulate the minutes of Committee meetings, reports of the Committee and relevant information to all directors of the Company.

** For identification purpose only*

Adopted on 16 March 2012 and revised on 30 August 2013.