

**CHINA CLOUD COPPER COMPANY LIMITED**  
(the “Company”)

**TERMS OF REFERENCE  
OF  
NOMINATION COMMITTEE**

Adopted by the Board on 5 December 2019.

**1. MEMBERSHIP**

- 1.1 The Nomination Committee shall be appointed by the board of directors (the “**Board**”).
- 1.2 The Nomination Committee shall comprise not less than three members to be appointed by the Board, the majority of whom should be independent non-executive directors of the Company.
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board and must be an independent non-executive Director or the chairman of the Board.

**2. SECRETARY**

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.
- 2.2 Notwithstanding any other provisions in this terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

### **3. MEETINGS**

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held provided that if a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.
- 3.3 The quorum for meetings of the Nomination Committee shall be any two Members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

## **4. ATTENDANCE AND VOTING AT MEETINGS**

- 4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Nomination Committee), external advisers and other persons may attend all or part of any meetings.
- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

## **5. ANNUAL GENERAL MEETING**

- 5.1 The Chairman of the Nomination Committee or a Member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

## **6. DUTIES AND POWERS**

The Nomination Committee shall have the following duties and powers:

- 6.1 review the structure, size, composition and diversity (including without limitation, gender, age, culture and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy;
- 6.2 to 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;
- 6.3 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- 6.4 assess the independence of independent non-executive directors; and

6.5 make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the Chairman and the Chief Executive Officer.

## **7. REPORTING**

7.1 The Nomination Committee shall report to the Board after each meeting.

## **8. AUTHORITY**

8.1 The Nomination Committee is authorized by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties;

8.2 The Nomination Committee is authorized by the Board where necessary to have access to professional advice. Arrangement to seek professional advice could be made through Company Secretary.

8.3 The Nomination Committee shall be provided with sufficient resources to discharge its duties.