



## **Chifeng Jilong Gold Mining Co., Ltd.**

**赤峰吉隆黄金矿业股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(H Shares Stock Code: 6693)**

### **Terms of Reference of the Nomination Committee of the Board of Directors**

The terms of reference of the Nomination Committee of the board (the “**Board**”) of directors (the “**Directors**”) of Chifeng Jilong Gold Mining Co., Ltd. (the “**Company**”) are set out below.

#### **CHAPTER 1 GENERAL PROVISIONS**

**Article 1** In order to regulate the selection of Directors and senior management of the Company, optimize the composition of the Board of Directors, the Nomination Committee was established and the Terms of Reference of the Nomination Committee were formulated by the Company in accordance with the Company Law of the People's Republic of China, the Guidelines for the Governance of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Guidelines for Self-Regulation of Companies Listed on the Shanghai Stock Exchange No. 1 – Regulation of Operation, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. and other relevant requirements.

**Article 2** The Nomination Committee is a specialized body established by the Board of Directors. Its primary responsibilities include formulating the selection criteria and procedures for Directors and senior management, reviewing and selecting candidates for Directors and senior management, evaluating their qualifications, and making recommendations to the Board of Directors on the following matters:

- (1) The nomination, appointment or removal of Directors;
- (2) The appointment or dismissal of senior management;
- (3) Any other matters as stipulated by laws, administrative regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed, and the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.

#### **CHAPTER 2 MEMBERSHIP**

**Article 3** The Nomination Committee shall consist of at least three Directors, with more than half of them being independent Directors.

**Article 4** The members of the Nomination Committee shall be nominated by the Chairman of the Board of Directors, by a majority of independent Directors, or by one-third of the total number of Directors. The members shall then be elected by the Board of Directors.

**Article 5** The Nomination Committee shall have a chairman, who must be an Independent Director, and who will be responsible for overseeing the Committee's activities. The chairman shall be elected by the Nomination Committee members and be approved by the Board of Directors.

**Article 6** The term of office of an Nomination Committee member shall align with the term of the Board of Directors. Members of the Nomination Committee may be re-elected at the end of their term. If, during the term of office, a member ceases to be a director of the Company or a member as an independent director no longer satisfies the independence requirements set by the securities regulatory authorities in the jurisdiction where the Company's shares are listed, his/her membership shall be automatically terminated and a replacement shall be appointed by the Committee in accordance with Articles 3 to 5 above.

### **CHAPTER 3 POWERS AND DUTIES**

**Article 7** The Nomination Committee shall perform the following duties:

- (1) Identifying qualified candidates for directorial positions based on the Company's strategic plan, business activities, asset size, and shareholding structure, and making recommendations to the Board of Directors regarding the Board's composition;
- (2) Assessing candidates for Board membership, ensuring they bring valuable perspectives, skills, and experience, and contribute to the Board of Directors' diversity, and recommending selected candidates to the Board of Directors;
- (3) Reviewing selection criteria and procedures for Directors and senior management, and providing recommendations to the Board of Directors;
- (4) Selecting qualified candidates for positions on the Board of Directors and senior management;
- (5) Evaluating and proposing candidates for Directors and senior management roles;
- (6) Reviewing the structure, size, and composition (including skills, knowledge, and experience) of the Board of Directors at least annually, and recommending changes to the Board of Directors to align with the Company's strategic objectives;
- (7) Assessing the independence of independent Directors;
- (8) Evaluating the number of directorships held by candidates for independent directorships in other listed companies;
- (9) Developing and maintaining a Director nomination policy, outlining the nomination process, procedures, and criteria for identifying, selecting, and recommending candidates for directorships. This policy should be reviewed regularly, with progress towards its objectives disclosed in the Company's Corporate Governance Report;

- (10) Formulating and maintaining a Board diversity policy, reviewing it regularly, and disclosing the policy or a summary in the Company's corporate governance report;
- (11) Recommending to the Board of Directors on the appointment or re-appointment of Directors and succession planning, particularly for the Chairman and President;
- (12) Any other duties as required by laws, regulations, the rules of securities regulatory authorities, stock exchanges where the Company's shares are listed, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., or the Board of Directors.

**Article 8** The main duties and powers of the chairman are as follows:

- (1) To convene and preside over Committee meetings;
- (2) To supervise and evaluate the work of the Committee;
- (3) To sign relevant documents of the Committee;
- (4) To report the work of the Committee to the Board of Directors;
- (5) To attend the Company's annual general meetings and respond to shareholder questions on matters within the Committee's responsibilities. If the chairman of the Committee is unable to attend any annual general meeting, another member or an appointed delegate shall attend in their place;
- (6) To perform any other duties as required or conferred by laws, regulations, the rules of securities regulatory authorities, stock exchanges where the Company's shares are listed, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., or the Board of Directors.

**Article 9** The rights and obligations of the Committee members are as follows:

- (1) To attend Committee meetings punctually, contribute to discussions, and exercise voting rights;
- (2) To propose issues for discussion at Committee meetings;
- (3) To attend or observe relevant Company meetings, conduct investigations and research, and obtain necessary reports, documents, materials, and other relevant information as required to fulfill their duties;
- (4) To fully understand the Committee's duties and their individual responsibilities as a member, remain familiar with the Company's management, business activities, and development relevant to their duties, and ensure they are capable of performing their responsibilities;

- (5) To dedicate the necessary time and effort to fulfill their duties effectively;
- (6) To perform other duties as required or delegated by laws, regulations, the relevant rules of securities regulatory authorities and stock exchanges where the Company's shares are listed, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., or the Board of Directors.

**Article 10** The Nomination Committee shall be accountable to the Board of Directors with its proposals submitted to the Board for review and decision.

#### **CHAPTER 4 DECISION-MAKING PROCEDURE**

**Article 11** The Nomination Committee shall recommend to the Board of Directors the appointment and removal of Directors and senior management personnel in accordance with applicable laws and regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed, and the provisions of the Company's Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., while considering the Company's actual circumstances.

If the Board of Directors does not adopt or fully adopt the recommendations of the Nomination Committee, it must document and disclose the Committee's opinions along with the specific reasons for not adopting them in the Board's resolution.

**Article 12** Procedures for the selection of Directors and senior management personnel:

- (1) The Nomination Committee shall actively engage with relevant departments of the Company to understand its needs for Directors and senior management personnel;
- (2) The Nomination Committee may select candidates for Directors and senior management from within the Company, its controlled (jointly held) enterprises, or the talent market;
- (3) The Nomination Committee shall gather and document relevant information for potential candidates, including their occupation, educational background, professional title, detailed work experience, and any part-time roles, prior to making a decision;
- (4) The Nomination Committee shall seek the nominee's consent before considering them as a candidate for Director or senior management. Without such consent, the individual cannot be regarded as a candidate;
- (5) The Nomination Committee shall convene to review the qualifications of the shortlisted candidates, ensuring they meet the specified requirements for Directors and senior management personnel;
- (6) The Nomination Committee shall propose candidates for Director and senior management positions, along with the relevant documentation, to the Board of Directors for approval prior to elections and appointments;
- (7) The Nomination Committee will carry out any necessary follow-up actions based on the decisions and feedback from the Board of Directors.

## CHAPTER 5 RULES OF PROCEDURE

**Article 13** The Nomination Committee shall hold meetings as needed, with at least one meeting held annually. A meeting may also be convened if requested by two or more members, or if the chairman of the Nomination Committee deems it necessary.

**Article 14** Notices of the Nomination Committee meetings and relevant documents shall be sent to all members and other invited attendees at least three days before the meeting. In urgent situations, meetings may be convened on short notice, provided that the reason is explained during the meeting. The chairman shall preside over the meeting, and if the chairman is unable to attend, another independent director member may be appointed to lead the meeting.

**Article 15** A meeting of the Nomination Committee shall only be valid if more than two-thirds of the members are present. Each member has one vote, and resolutions must be approved by a majority of the Committee members.

**Article 16** Meetings of the Nomination Committee shall generally be held on-site. Unless otherwise specified in the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. or these Terms of Reference, an extraordinary meeting may be convened via correspondence, provided that members are able to fully express their views. Voting at on-site meetings may be conducted by show of hands or by poll. When voting by correspondence or show of hands, members of the Nomination Committee shall be deemed to have attended the meeting and agreed to its content by signing the resolutions.

**Article 17** When necessary, the Company's Directors, supervisors, and other senior management may be invited to attend.

**Article 18** If necessary, the Nomination Committee may engage an external consultant to provide professional opinions for its decision-making, at the Company's expense.

**Article 19** The procedures for convening meetings, voting methods, and the resolutions passed must comply with relevant laws, regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., and the provisions set forth in these Terms of Reference.

**Article 20** The meetings of the Nomination Committee shall be coordinated by the Secretary to the Board of Directors. Minutes of the meetings shall be recorded and signed by the members present, and the Secretary of the Board of Directors shall retain the minutes.

**Article 21** The resolutions passed and the voting results of the Nomination Committee meetings shall be reported in writing to the Board of Directors.

**Article 22** Members confidential present at the meeting are obligated to keep confidential the matters discussed at the meeting and are prohibited from disclosing any relevant information without authorization.

## CHAPTER 6 SUPPLEMENTARY PROVISIONS

**Article 23** The Board of Directors shall have the authority to interpret these Terms of Reference.

**Article 24** Any matters not addressed in these Terms of Reference shall be governed by the relevant laws and regulations of the state, the securities regulatory rules of the jurisdiction where the Company's shares are listed, and the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.

**Article 25** Upon approval by the Board of Directors, these Terms of Reference shall come into effect on the date the Company's H Shares are filed with the China Securities Regulatory Commission and listed on the Main Board of The Stock Exchange of Hong Kong Limited. Any amendments shall be subject to approval by the Board of Directors.