

**CITIC RESOURCES HOLDINGS LIMITED**  
(the “Company”)

**NOMINATION COMMITTEE**

**Terms of Reference**

**1. Establishment**

The board of directors of the Company (the “**Board**”) has established a committee of the Board known as the Nomination Committee (the “**Committee**”).

**2. Approval of Terms of Reference**

These revised terms of reference were approved by a resolution of the Board on 23 August 2013.

**3. Membership**

The Committee shall comprise at least three directors of the Company (the “**Directors**”), the majority of whom shall be independent non-executive Directors.

The chairman of the Committee (the “**Committee Chairman**”) shall be the chairman of the Company (the “**Company Chairman**”) if he is a member of the Committee or, failing which, shall be appointed by the Board from amongst the independent non-executive Directors. The Committee Chairman may appoint a deputy, who shall be an independent non-executive Director, to act in his absence.

The Board may from time to time appoint additional members to the Committee subject to the bye-laws of the Company (the “**Bye-laws**”) and subject to the requirement that the majority of members of the Committee are independent non-executive Directors.

The Committee may invite any Director, executive or otherwise, or other person to attend meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.

**4. Application of the Bye-laws**

The Bye-laws governing proceedings at meetings of the Board shall apply to proceedings at meetings of the Committee.

**5. Meetings and Quorum**

The Committee shall meet at least once in each financial year of the Company. Any member of the Committee may call additional meetings of the Committee as necessary. Any member of the Board may call additional meetings of the Committee in the event any matter which requires the consideration of the Committee occurs.

The quorum for a meeting of the Committee shall be two or more members and a majority of whom are independent non-executive Directors.

The Committee Chairman shall chair meetings of the Committee. In the absence of the Committee Chairman and an appointed deputy at any meeting, the remaining members of the Committee present shall elect a member from amongst themselves to act as chairman of that meeting provided such member is an independent non-executive Director.

## **6. Conflicts of Interests**

Each member of the Committee shall disclose to the Committee:

- (a) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee;
- (b) any potential conflict of interest arising from a cross-directorship; and
- (c) any other matter that he considers to be relevant in respect of any matter to be discussed at meetings of the Committee.

Any member of the Committee who is the subject of a conflict of interest shall abstain from voting on resolutions of the Committee in relation to which such conflict of interest exists and from participating in the discussions concerning such resolutions.

Where a conflict of interest is material and affects the ability of a member of the Committee to act as a member of the Committee as determined by the Committee Chairman or, where the Committee Chairman is himself unable to act, as determined by another member of the Committee, then such member shall resign from the Committee.

## **7. Objective**

The Committee shall be responsible to the Board for leading the process for Board appointments and for identifying and nominating for the approval of the Board candidates for appointment to the Board.

## **8. Authority**

The Committee shall have the authority of the Board to do such matters as shall be reasonably necessary to achieve its objective. The Committee shall consult the Company Chairman about their proposals relating to the process for Board appointments and for identifying and nominating candidates as members of the Board. Subject to the foregoing, the Committee is authorised by the Board to undertake any activity within its terms of reference.

**9. Responsibilities**

Without limiting the generality of the Committee's objective, the Committee shall have the following responsibilities:

- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against objective criteria with due regard to the diversity policy of the Board (the "**Policy**");
- (c) to review the Policy and the measurable objectives as applicable that the Board has set for implementing the Policy, and the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report in the annual report of the Company;
- (d) to assess the independence of independent non-executive Directors; and
- (e) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Company Chairman and the vice chairman and the chief executive officer of the Company.

**10. Reporting Procedures**

The Committee Chairman shall arrange for the circulation of minutes of meetings of the Committee to all members of the Board unless a conflict of interest arises.

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