



JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD

金川集團國際資源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2362)

Terms of Reference – Nomination Committee

(As at 28 March 2012)

Should there be any discrepancy between the English and Chinese versions of this Term of Reference, the English version shall prevail.

The Nomination Committee - Terms of Reference

1 Objectives

The purpose of the Nomination Committee (the “Committee”) of the Board of Directors (the “Board”) is to lead the process for Board appointments and to identify and nominate candidates for appointment.

2 Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Nomination Committee.

3 Membership

3.1 The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members.

3.2 Majority of the Committee members should be the independent non-executive Directors.

4 Chairman

The Chairman shall be selected amongst Chairman of the Board or the independent non-executive Directors and shall be appointed by the Board.

5 Secretary

5.1 The Company Secretary or his nominee shall be the secretary of the Committee.

5.2 The Company Secretary is appointed to facilitate communication between the Board and the Committee and to provide access to information required by the Committee members in pursuit of their duties.

6 Quorum

Two (2) members of the Committee shall constitute a quorum.

The Nomination Committee - Terms of Reference

7 Frequency of Meetings

- 7.1 Meetings shall be held not less than once a year.
- 7.2 The Committee shall issue a schedule of agenda with foreseeable matters to be discussed in the coming year at the beginning of each year. This agenda shall be delivered to the Board.

8 Proceedings of Meetings

- 8.1 A notice of meeting should be given at least seven (7) days in advance of a regular Committee meeting.
- 8.2 The agenda and the ancillary documents for the meeting should be sent to all Committee members at least three (3) days before the intended date of Committee meeting.
- 8.3 Any member may request for committee meetings by giving notice of not less than seven (7) days in writing to the Chairman of the Committee.
- 8.4 Questions arising at the Committee meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

9 Minutes

- 9.1 The secretary of the Committee must ensure that full minutes are kept of all Committee meetings.
- 9.2 Draft and final versions of the minutes of the Committee meetings shall be sent to all Committee members for their comment and records respectively within reasonable time after the meeting.
- 9.3 Minutes of the Committee should be formally approved by the Committee before reporting to the Board.
- 9.4 Minutes shall be available for inspection at any reasonable time upon reasonable notice by any Director.

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9.5 Minutes shall record in sufficient detail the matters considered by the Committee and the decisions reached, including any concerns raised by the Directors or dissenting views expressed.

9.6 The Committee shall circulate its meeting minutes to the Board (within reasonable time after the meeting), to keep the Board informed of the Committee's activities and recommendations on a regular basis.

10 Authority

10.1 The Committee is authorized by the Board to investigate into any activity within its terms of reference.

10.2 The Committee is authorized by the Board to obtain legal or other independent professional advice from outsiders and to invite outsiders with relevant experience and expertise to attend the Committee meetings if necessary.

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

11 Duties

The duties of the Committee are:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations any proposed changes to the board to complement the Company's corporate strategy;
- (b) to identify, select and nominate individuals suitably qualified to become Board members and make recommendations to the Board;
- (c) to assess the independence of independent non-executive Directors on its appointment or when their independence is called into question;
- (d) to make recommendations to the Board on the appointment or re-appointment of the Directors and succession plans for the Directors; and
- (e) to consider other relevant topics raised by the Board.

The Nomination Committee - Terms of Reference

12 **Reporting**

12.1 The Committee shall report to the Board on a regular basis.

12.2 The Committee Chairman shall present periodic written reports of the Committee which address the work and findings of the Committee to the Board. The frequency of submission of these reports varies but, as a minimum, it has to be submitted on an annual basis.

* *For the purpose of the terms of reference, "Senior Management" refers to the same category of persons as referred to in the Company's annual report.*