



河南金馬能源股份有限公司

**HENAN JINMA ENERGY COMPANY LIMITED**

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

(Stock Code: 6885)

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

### **1. Constitution**

Henan Jinma Energy Company Limited (the “Company”) has established the Nomination Committee and formulated these Terms of Reference pursuant to resolutions of the board (the “Board”) of directors (the “Directors”) of the Company in compliance with the Corporate Governance Code under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **2. Composition**

2.1 The Nomination Committee shall be appointed by the Board and must consist of a minimum of three members (the “Members”).

2.2 The majority of the Members must be independent non-executive Directors (“INEDs”).

2.3 The chairman of the Nomination Committee shall be appointed by the Board and shall be either the chairman of the Board or an INED.

### **3. Secretary**

3.1 The Company Secretary or his/her delegate shall be the secretary of the Nomination Committee.

3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

### **4. Meetings**

4.1 The Nomination Committee shall meet at least once a year. The Chairman of the Nomination Committee may request through notice that a meeting be held if it considers it necessary.

- 4.2 The quorum of the Nomination Committee shall be any two Members.
- 4.3 Full minutes or written resolutions 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 within a reasonable period of time after a meeting.

## **5. Attendance at Meetings**

Only Members are entitled to vote at meetings.

## **6. Duties, Powers and Discretion**

The Nomination Committee shall have the following duties, powers and discretion:

- 6.1 to review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 to identify, and assess the suitability and qualification of, candidates to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 to assess the independence of independent non-executive directors;
- 6.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the Chief Executive Officer; and
- 6.5 to review the policy concerning diversity of Board members, considering, among other things, gender, age, cultural and educational background, or professional experience.

## **7. Reporting Responsibilities**

The Nomination Committee shall report to the Board as and when appropriate.

## **8. Authority**

- 8.1 The Nomination Committee is authorized by the Board where necessary to seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 8.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

**9. Supplemental Provisions**

In case of any discrepancy between the Chinese and English version of these Terms of Reference, the Chinese version shall prevail.

**10. Publication of Terms of Reference**

These Terms of Reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Henan Jinma Energy Company Limited  
Adopted on 18 September 2017