

ASIA COAL LIMITED
亞洲煤業有限公司
(the “Company”)
(Stock Code: 835)

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE
(the “Committee”)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “Board”), a majority of whom shall be Independent Non-executive Directors.
2. The chairman of the Committee shall be appointed by the Board and should be the Chairman of the Board or an Independent Non-executive Director.
3. The Company Secretary or his nominee shall act as the secretary of the Committee.

Frequency and proceedings of meetings

4. The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
5. The chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee.
7. Proceedings of meetings of the Committee shall be governed by Bye-law 138 of the Company’s Bye-laws.

Duties, powers and functions

8. The Committee shall:-
 - (a) 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;

- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors;
- (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- (e) review and implement 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;
- (f) review and implement the Nomination Policy, as appropriate. This includes the nomination procedures and criteria to select and recommend candidates for directorship set out in the Nomination Policy;
- (g) be provided with sufficient resources to perform its duties; and
- (h) where necessary, seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting procedures

9. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

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Revised on 31 January 2019