



洛阳钼业
洛陽欒川鉬業集團股份有限公司
CMOC Group Limited*

**Detailed Working Rules of the Nomination and
Governance Committee**

(Passed at the seventh meeting of the sixth session of the Board dated on 23 October 2022)

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(The English version of the Detailed Working Rules is for reference only. In case of any inconsistency with the Chinese version, the Chinese version shall prevail.)

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Chapter One General Provisions

Article 1 In order to improve the corporate governance structure of China Molybdenum Co., Ltd. (the “Company”), ensure the rationality and effectiveness of the governance, management and control structure of the Company, and enhance the scientific, democratic and normative election procedures for senior management by the Board of Directors of the Company, the Board of Directors hereby resolves to set up a Nomination and Governance Committee (the “Nomination and Governance Committee”) as a deliberation body and supervision body of the Board of Directors.

Article 2 In order to promote standardized and efficient operation of the Nomination and Governance Committee, the Board of Directors has formulated these Detailed Working Rules (the “Detailed Working Rules”) in accordance with the relevant laws, regulations and regulatory documents such as the Company Law of the People’s Republic of China (the “Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (the “Listing Rules”), the Guidelines on the Operation of Audit Committees of Companies Listed on Shanghai Stock Exchange, as well as the articles of association of the Company (the “Articles of Association”), etc.

Article 3 The Nomination and Governance Committee is a special deliberative body under the Board of Directors, which is mainly responsible for providing opinions or suggestions on replacing and recommending the candidates of new directors and senior management to the Board of Directors, performing the corporate governance function, and examining and supervising the corporate governance systems of the Company. The Nomination and Governance Committee shall report and be accountable to the Board of Directors.

Article 4 The resolutions made by the Nomination and Governance Committee shall comply with the Company Law, the Articles of Association, the Listing Rules, the Detailed Working Rules, and the requirements of other relevant laws and regulations.

Chapter Two Composition

Article 5 The Nomination and Governance Committee shall consist of more than three members. All the members shall be Directors, and the majority of the members shall be independent non-executive Directors. The members of the Nomination and Governance Committee shall be appointed by the Board of Directors.

Article 6 The Nomination and Governance Committee shall have a Chairman and a Vice Chairman, who shall be appointed by the Board of Directors. The Chairman of the Nomination and Governance Committee shall be the Chairman of the Board of Directors or an independent non-executive Director.

The Chairman of the Nomination and Governance Committee shall be responsible for convening and presiding over the meetings of the Nomination and Governance Committee. In the event that the Chairman fails or is unable to perform his or her duties, the Vice Chairman or another committee member designated by the Chairman shall act on his behalf.

Article 7 The term of office of the members of the Nomination and Governance Committee shall be the same as that of the Directors of the Board of Directors of the same session. If a member of the Nomination and Governance Committee ceases to hold position of Director of the Company during his or her term of office tenure, his or her membership of the Nomination and Governance Committee shall be automatically terminate.

Article 8 If the number of the members of the Nomination and Governance Committee is less than two-thirds of the prescribed number of the members due to the resignation or removal of members or for other reasons, the Board of Directors shall appoint new members as soon as possible.

The Nomination and Governance Committee shall suspend performance of its duties and powers under the Detailed Working Rules until there are two thirds of the prescribed number of members.

Article 9 The Nomination and Governance Committee shall have a secretary who shall be either the director of the Office of the Board of Directors or a suitable person appointed by the Nomination and Governance Committee.

Article 10 The main responsibilities of the secretary of the Nomination and Governance Committee shall be as follows:

- (1) to keep the minutes of the meetings of the Nomination and Governance Committee;
- (2) upon reasonable requests of any member of the Committee, to make the relevant minutes of the meetings available for inspection within any reasonable period of time;
- (3) to ensure that the draft and the final version of the minutes of the meetings are sent to all members of the Nomination and Governance Committee within a reasonable time after the meetings. The draft minutes are sent to seek the comments from the Committee members and the final version of minutes are sent for their record;
- (4) to be responsible for the supervision and implementation of the resolutions of the Nomination and Governance Committee, and for reporting status of the Company's nomination and governance issues to the Nomination and Governance Committee.

Chapter Three Duties and Powers

Article 11 The primary responsibilities of the Nomination and Governance Committee is to give advice or make recommendations to the Board of Directors on replacing and recommending new candidates of Directors and senior management, to perform the corporate governance function, and to examine and supervise the corporate governance systems.

Article 12 The Nomination and Governance Committee shall mainly exercise the following duties and powers:

(I) With Respect to Nomination

1. to make suggestions to the Board of Directors on the scale, composition of and any proposed change to the Board of Directors according to the Company's business activities, asset size and shareholding structure to cooperate with the Company's corporate strategies, including reviewing the structure, number, composition and diversity of the members' background of the Board of Directors (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) at least once a year or as needed; and to make recommendations to the Board of Directors on any proposed change to the Directors and the senior management;
2. to study the standards and procedures for the selection and appointment of Directors and senior management, and make recommendations to the Board of Directors;
3. to search and look for in a wide range of fields the candidates for qualified Directors and senior management, and examine and provide recommendations to the Board of Directors on persons who are nominated as Directors or senior management. The Board of Directors shall fully consider the Nomination and Governance Committee's recommendations on the nomination of the candidates for directors and senior management;
4. to make recommendations to the current Board of Directors on the candidates for Directors of the next session of the Board of Directors at the re-election of the Board of Directors;
5. to assess the independence of independent non-executive Directors and any elected independent non-executive Directors;
6. to make recommendations to the Board of Directors on the candidates for new Directors and senior management at the time when the term of office of the Directors and the senior management expires or they are unable to perform their duties for reasons;
7. to assess the performance of the Directors and the senior management and, when necessary, provide advice or make recommendations on the replacement of the Directors and the senior management on the assessment results.
8. to review consecutively the needs for leadership and training development plans of the Company to ensure that the Company may continue to operate efficiently and maintain international competitiveness, and to monitor the training and development of Directors.

(II) With Respect to Corporate Governance

1. to review and approve the Company's vision, strategies, framework, principles and policies regarding corporate governance, and make recommendations to the Board of Directors; and to supervise the implementation of the corporate governance policies formulated by the Board of Directors and make relevant recommendations;
2. to review and consider the Company's corporate governance policies and daily operations to ensure compliance with legal and regulatory provisions, and make recommendations to the Board of Directors;
3. to review and consider the Code of Conduct and Compliance Manual (if any) on corporate governance applicable to the Company's Directors and employees;
4. to review and consider whether the Company complies with Appendix 14 (Corporate Governance Code) to the Listing Rules, the relevant disclosure provisions of the Corporate Governance Report and other relevant rules;
5. to review and assess the annual Corporate Governance Report for consideration and approval by the Board of Directors;
6. to examine, supervise and respond to the emerging corporate governance and, where appropriate, make recommendations to the Board of Directors to continuously improve the Company's corporate governance performance; and to support the plans for corporate governance outside the Company (both local and overseas), where appropriate, to facilitate the continuous development of corporate governance;
7. to review and supervise the assessment procedures of the Board of Directors (including its committees and individual members), assess the Board of Directors on a regular basis, and submit assessment reports to the Board of Directors for consideration and approval;
8. to review and supervise the implementation of the shareholder communication policies to ensure its effective implementation and, where appropriate, make recommendations to the Board of Directors on strengthening the relationship between shareholders and the Company;
9. to review and supervise the training and continuous professional development of the Directors, Supervisors and the senior management. For those Directors or the senior management who are members of professional groups, the training received by them for the purpose of meeting the membership requirements will be included in the training specified in the Corporate Governance Code. The Nomination and Governance Committee may provide guidance to the Directors or the senior management on training;
10. to conduct any matters that will facilitate the Nomination and Governance Committee in performing the powers and functions granted to it by the Board of Directors, and other matters as required or authorized by laws, regulations, and the Articles of Association.

Article 13 After considering the matters set out in the preceding article of the Detailed Working Rules, the Nomination and Governance Committee shall formulate the resolutions of the meeting of the Nomination and Governance Committee, and report to the Board of Directors together with relevant proposals.

Article 14 In exercising its duties and powers, the Nomination and Governance Committee must comply with the relevant provisions of the Company Law, the Articles of Association, the Listing Rules and the Detailed Working Rules, and shall not damage the interests of the Company and its shareholders.

Article 15 In performing its duties, the Nomination and Governance Committee shall have the right to obtain appropriate resources through appropriate channels to perform its functions (including but not limited to seeking the opinions from professional advisors and third-party institutions), and may enlist the cooperation of related divisions of the Company at the Company's expense.

Chapter Four Convening of Meetings

Article 16 The meetings of the Nomination and Governance Committee comprise regular meetings and extraordinary meetings.

The Nomination and Governance Committee shall hold at least one regular meeting in each fiscal year. Matters to be discussed and considered at regular meetings mainly include the performance of the Company's directors and senior management in the previous year, whether there is a need to replace any Directors or senior management, the Company's corporate governance or current report, and the training of the Directors, Supervisors and senior management. The time of the meetings shall be determined by the Chairman of the Nomination and Governance Committee.

An extraordinary meeting may be convened at the request of the Chairman of the Board of Directors, the Committee Chairman or the joint request of two or more members of the Nomination and Governance Committee..

Article 17 Meetings of the Nomination and Governance Committee may be held by way of a physical meeting or by means of communication. Communication methods include but are not limited to: conference calls, video conferences, email circulation, etc.

In the case of voting by means of communication, members who sign on the resolutions of meetings shall be considered to be present at such meetings and to agree with such resolutions.

Article 18 The regular meetings of the Nomination and Governance Committee shall be notified in writing or via an e-mail followed by telephone, and extraordinary meetings may be notified by phone, e-mail or other prompt means of communication.

If the notice is sent through a prompt means of communication such as e-mail, the recipient will be deemed to have received the meeting notice if no written objection is received by the Company within 2 days from the date when the notice is sent.

Article 19 The notice of a regular meeting of the Nomination and Governance Committee shall be sent 14 days before the meetings (excluding the day on which the meeting is held), and the notice of an extraordinary meeting shall be sent at least 5 days before the meeting. The materials of the meeting shall be distributed to all members of the Nomination and Governance Committee 3 days before the meeting, unless all members unanimously agree to exempt such time limit for notice. Notwithstanding the foregoing, members attending the meeting shall be deemed to have exempted the above time limit for notice.

The secretary of the Nomination and Governance Committee or the designated person of the office of the Board of Directors shall be responsible for sending the notice of meeting and the related meeting materials.

Article 20 A meeting notice of the Nomination and Governance Committee shall include at least the following information:

- (1) the time and venue of the meeting;
- (2) the duration of the meeting;
- (3) matters to be discussed at the meeting;
- (4) the contact person of the meeting and contact information; and
- (5) the date of the meeting notice.

Chapter Five Consideration and Voting Procedures

Article 21 The meeting of the Nomination and Governance Committee may not be held unless no less than two-thirds of the members of the Nomination and Governance Committee are present.

The Directors who are not members of the Nomination and Governance Committee may attend the meeting of the Nomination and Governance Committee, but such Director's opinions on the proposals of the meeting shall not be considered as formal deliberation opinions, and they do not have voting rights.

Article 22 A member of the Nomination and Governance Committee may attend the meeting in person or appoint another member to attend the meeting as his or her proxy to issue deliberation opinions and exercise his or her voting rights.

A member of the Nomination and Governance Committee may appoint only one other member to exercise the voting rights as his or her proxy each time, and an appointment of two or more members as proxies shall be invalid. Each member of the Nomination and Governance Committee can only accept the appointment of one other member.

Article 23 A member of the Nomination and Governance Committee who appoints another member to attend, deliberate and vote at the meeting as his or her proxy shall submit a power of attorney to the chairman of the meeting. The power of attorney shall be submitted to the chairman of the meeting before the meeting.

Article 24 The power of attorney shall include at least the following information:

- (1) the name of the appointer;
- (2) the name of the proxy;
- (3) the matters entrusted;
- (4) scope of powers of the proxy: instructions as to how to exercise the voting rights (for, against and abstain) on matters of the meeting and, in the absence of specific instructions, descriptions on whether the proxy may vote at his or her discretion;
- (5) effective period of the authorization;
- (6) the date of signature of the power of attorney.
- (7) the power of attorney shall be signed by both the appointer and the proxy.

Article 25 A member of the Nomination and Governance Committee who does not attend a meeting in person nor appoint another member as proxy to attend the meeting shall be deemed to be absent from such meeting.

Should a member of the Nomination and Governance Committee fail to attend the meetings twice in a row, he or she shall be deemed to be unable to carry out his or her duties and the Board of Directors may revoke his or her membership of the Nomination and Governance Committee.

Article 26 Resolutions made by the Nomination and Governance Committee shall not be valid unless adopted by a majority of all members, including members who do not attended the meeting. Each member of the Nomination and Governance Committee shall have one vote.

Article 27 After the chairman of the meeting of the Nomination and Governance Committee announces the commencement of the meeting, each proposal in relation to each subject matter shall be considered in a sequence.

Article 28 The members of the Nomination and Governance Committee would be free to discuss the subject matters considered at the meeting, but order shall be maintained at the meeting. No speaker shall use any offensive, insulting or threatening language.

The chairman of the meeting shall have the right to decide the time for discussion.

Article 29 Matters proposed at the Nomination and Governance Committee meeting are subject to collective consideration and voting in the sequence of the proposals being considered, i.e. all the proposals are considered by all members present at the meeting and then the proposals are put to the vote in the sequence of consideration.

Article 30 The Nomination and Governance Committee may, if it deems necessary, invite other persons related to the meeting proposals to attend the meeting as non-voting participants to provide detailed information or express their opinions. However, those persons who are not the members of the Nomination and Governance Committee shall have no voting rights on the proposals.

Article 31 The members of the Nomination and Governance Committee present at the meeting shall deliberate the proposals and fully express their opinions with a conscientious and responsible attitude. The members shall be responsible for their own votes.

Article 32 Where a meeting of the Nomination and Governance Committee is held by way of a physical meeting, the voting at the meeting shall be conducted by a show of hands in the sequence of “for”, “against” and “abstain”. For the same proposal, each member present can only vote once by a show of hand. Should a member put up his hand more than once, only the last show of hand is counted.

If a member attends the meeting for himself or herself and as proxy of another member at the same time, one vote cast by him or her by a show of hand shall be counted as two votes to the extent that his or her appointer’s vote is consistent with him or her on the same proposal. otherwise he or she may vote separately according to the view of the member himself or herself and the respective appointer; if the proxy does not specify his or her votes during the voting, the proxy’s vote is deemed to be the same as the appointer’s vote.

If a meeting of the Nomination and Governance Committee is held by means of communication, the voting shall be conducted by signature, and the resolutions signed in writing by the members of the Nomination and Governance Committee shall be valid.

The chairman of the meeting shall count the votes on each proposal and announce the voting results on the spot, which shall be recorded by the person who takes the minutes.

Article 33 The meetings of the Nomination and Governance Committee shall be recorded by the secretary of the Nomination and Governance Committee or the staff of the office of the Board of Directors designated by the Nomination and Governance Committee.

Chapter Six Resolutions and Minutes of Meetings

Article 34 Each proposal on which a prescribed number of valid votes are cast shall become a resolution of the Nomination and Governance Committee upon announcement by the chairman of the meeting.

The resolutions of the Nomination and Governance Committee come into effect after being signed by the members present at the meeting. No modification or alteration shall be made to the resolutions that have become effective without going through the legitimate procedures as required by laws and regulations, the Articles of Association, the Listing Rules and the Detailed Working Rules.

Article 35 A member or the secretary of the Nomination and Governance Committee shall report details of the resolutions (discussion draft) to the Board of Directors within 3 days after such resolutions have been passed.

Article 36 The written documents of the resolutions of the Nomination and Governance Committee shall be kept for record by the Company for a period of no less than 10 years during the Company’s existence.

Article 37 The Committee Chairman, the Committee Secretary or another member designated by the Chairman shall follow and monitor the implementation of the resolutions of the Nomination and Governance Committee, and may request and supervise persons concerned to remedy the violations of the resolutions found. Should the persons concerned fail to follow such instructions, the Committee Chairman or his designated member or the Committee secretary shall report the situation to the Board of Directors which will be responsible to manage the case.

Article 38 The Nomination and Governance Committee shall maintain written minutes of the meeting. Committee members who attend the meeting and the person who takes the minutes shall both sign their names. Committee members present at the meeting shall have the right to request their explanatory remarks of his or her speech at the meeting to be recorded in the minutes.

The members of the Nomination and Governance Committee and other persons present shall be obliged to keep confidential the matters discussed at the meeting and shall not disclose any information of the meeting without permission.

Article 39 The minutes of the meeting of the Nomination and Governance Committee shall include at least the following information:

- (1) the date and venue of the meeting and the name of the convener;
- (2) the names of attendees, those attendees who are proxies should be specified;
- (3) the agenda of the meeting;
- (4) the highlights of speeches of the members;
- (5) the deliberation opinions, the voting method on each resolution or proposal and the corresponding voting results (numbers of votes for and against and the number of votes to abstain shall be set out);
- (6) other matters that shall be stated and recorded in the meeting minutes.

Chapter Seven Supplementary Provisions

Article 40 Unless otherwise specified, in the Detailed Working Rules, the terms “no less than”, “amount to” and “within” shall include the number following such terms; the terms “over” and “less than” shall not include the number following such terms.

Article 41 “Day” means the calendar day, except when “working day” is referred to expressly.

Article 42 Any matter not covered herein shall be subject to relevant laws, regulations or regulatory documents of the State, including the Listing Rules and the regulatory requirements and listing rules on which the Company’s shares are listed (the “**Regulatory Requirements of Listing Places**”) and related provisions of the Articles of Association. In case of any conflict or inconsistency between the Detailed Working Rules and relevant laws, regulations, regulatory documents, the Regulatory Requirements of Listing Places and the Articles of Association, the relevant laws, regulations, regulatory documents, the Regulatory Requirements of Listing Places and the Articles of Association shall prevail.

Article 43 The Detailed Working Rules come into effect and are implemented upon the approval by the Board of Directors.

Article 44 The Detailed Working Rules shall be interpreted and amended by the Board of Directors.