



SIBERIAN MINING GROUP COMPANY LIMITED

西伯利亞礦業集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1142)

Terms of Reference of Nomination Committee

1. Constitution

1.1 The board of directors (the “Board”) of Siberian Mining Group Company Limited (the “Company”) resolved to establish a nomination committee (the “Committee”) on 29 March 2012.

2. Membership

2.1 The members of Committee shall be appointed by the Board from time to time, and shall consist of not less than three members, the majority of whom should be independent non-executive directors.

2.2 If a member of the Committee resigns or for any reasons ceases to be a member of the Committee with the result that the number of members falls below three, the Board shall within a reasonable time, but in any case not more than three months, appoint such new member(s) as may be required to make up to the minimum of three members.

2.3 All members of the Committee, including the chairman of the Committee, will hold office only so long as they serve as directors of the Company. The Board shall review their terms of office and the performance of the Committee and each of its members at least once every three years.

3. The Chairman

3.1 The chairman of the Committee shall be the Chairman of the Board or an independent non-executive director appointed by the Board.

4. Secretary

4.1 The company secretary of the Company or his nominee shall be the secretary of the Committee (the “Secretary”) unless the Committee determines otherwise.

5. Meetings

5.1 The quorum of the Committee meeting shall be two members.

5.2 The Committee shall meet as and when necessary or at such other times as its Chairman shall require.

**For identification purpose only*

- 5.3. The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Committee.
- 5.4 Unless otherwise agreed, notice of meeting of the Committee confirming the venue, date and time should be given to all members and invitees (if any) at least 14 days before the meeting is held and within reasonable time for additional / adjourned meetings.
- 5.5 An agenda and accompanying meeting papers shall be sent to all members in a timely manner and at least three days before the intended date of the meeting (or other agreed period).

6. Responsibilities and Duties

The Committee shall perform the following duties:

- 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 individuals suitably qualified 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 and the chief executive, and removal of a director or chief executive if he/she is ineffective, errant or negligent in discharging his/ her responsibilities;
- 6.5 to ensure at all times, that at least one of the independent non-executive director who sits in the audit committee of the Company must have appropriate professional qualifications or accounting or related financial management expertise

7. Authority

- 7.1 The Committee should be provided with sufficient resources to perform its duties.
- 7.2 The Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities where necessary.

8. Reporting procedures

- 8.1 The Secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
- 8.2 The minutes of the Committee shall be kept by the Secretary and such minutes should be open for inspection at any reasonable time on reasonable notice by any director.

9. Publication of the Terms of Reference

- 9.1 The terms of reference of the Committee shall be posted on The Stock Exchange of Hong Kong Limited's website and the Company's website.

Adopted on 29 March 2012