



CHINA COAL ENERGY COMPANY LIMITED*

中國中煤能源股份有限公司

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

(Stock Code: 01898)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Article 1 Main duties of the Nomination Committee of the board of directors (the “**Board**”) of China Coal Energy Company Limited (the “**Company**”) include:

- (1) to make recommendations to the Board regarding the scale and composition of the Board with reference to the operating activities, assets scale and shareholding structure of the Company;
- (2) to analyse the criteria and procedures in relation to selection of directors and senior management members and make recommendations to the Board;
- (3) to select qualified candidate of directors or senior management; to examine candidates of directors and senior management members and make recommendations accordingly;
- (4) to assess the independence of independent non-executive directors;
- (5) other matters authorised by the Board.

Article 2 The Nomination Committee shall report to the Board and any proposal from the Committee should be submitted to the Board for consideration and approval; under the circumstance of lacking sufficient grounds or reliable evidence, controlling shareholders should fully respect the recommendations from the Nomination Committee. Otherwise, the controlling shareholders have no right to suggest candidates for replacement of directors and senior management members.

* *For identification purpose only*