

郑州煤矿机械集团股份有限公司

董事会提名委员会实施细则

The Implementation Rules of the Nomination Committee of the Board of Director of Zhengzhou Coal Mining Machinery Group Co., Ltd.

(经 2012 年 12 月 5 日郑州煤矿机械集团股份有限公司 H 股上市时制定，于 2013 年 10 月 25 日第二届董事会第九次会议修改)

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第一章 总则

Chapter I General Provisions

第一条 为规范郑州煤矿机械集团股份有限公司(“公司”)领导人员的产生,优化董事会的成员多元化,完善公司治理结构,根据《中华人民共和国公司法》、《上市公司治理准则》、《香港联合交易所有限公司证券上市规则》、《公司章程》及其他有关规定,公司特设立董事会提名委员会,并制定本实施细则。

Article 1 In order to standardize the generation of leadership of Zhengzhou Coal Mining Machinery Group Co., Ltd. (“the Company”), optimize the Board diversity and complete the corporate governance structure, the Company establishes the Nomination Committee of Board of Directors in particular and formulates these implementing regulations in accordance with the *Company Law of the People’s Republic of China*, the *Code of Corporate Governance for Listed Companies*, the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, the *Articles of Association* and other relevant regulations.

第二条 董事会提名委员会是董事会下设的专业委员会,主要负责对公司董事和经理人员的人选、选择标准和程序进行选择并提出建议。

Article 2 The Nomination Committee of Board of Directors is a professional committee under the Board of Directors and is mainly responsible for selecting and making suggestions for the candidates and the selection criteria and procedure of the directors and managers of the Company.

第二(A)条 本细则所称董事是指在本公司的执行董事、非执行董事(如有)及独立非执行董事,经理人员是指本公司总经理、副总经理、董事会秘书及由总经理提请董事会认定的其他高级管理人员。

Article 2(A) The directors in these Rules indicate the executive directors, the non-executive directors (if any) and the independent non-executive directors in the Company, and the managers indicate the General Manager, the Vice General Manager, the Secretary of the Board and other higher management submitted by the General Manager and approved by the Board.

第二章 人员组成

Chapter II Composition

第三条 提名委员会成员由三名董事组成,其中须以独立非执行董事占大多数。提名委员会委员应符合中国有关法律、法规及适用的上市规则对于该委员会委员资格的要求。

Article 3 The Nomination Committee shall consist of three directors and must comprise a majority of independent non-executive directors. The members of the Nomination Committee shall meet the requirements on the membership qualification of this Committee in accordance with relevant laws and the regulations of the PRC and applicable Listing Rules.

第四条 提名委员会委员由董事长、二分之一以上独立非执行董事或者全体董事的三分之一以上提名,并由董事会选举产生。

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Article 4 The members of the Nomination Committee shall be nominated by the Chairman of the Board or more than one-half of independent non-executive directors or one-third of all directors and shall be elected by the Board.

第五条 提名委员会设主任委员一名，由独立非执行董事委员担任，负责主持委员会工作；主任委员在委员内选举，并报请董事会批准产生。

Article 5 The Nomination Committee shall have one chairman, who shall be independent non-executive director and shall be responsible for directing the works of the Committee. The Chairman of the Committee shall be elected from the members and shall be submitted to the Board for consideration and approval.

第六条 提名委员会任期与董事会任期一致，委员任期届满，连选可以连任。期间如有委员不再担任公司董事职务或应当具有独立非执行董事身份的委员不再具备《公司章程》或《香港联合交易所有限公司证券上市规则》所规定的独立性，自动失去委员资格，并由委员会根据上述第三至第五条规定补足委员人数。

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board, and the Committee members may be re-selected upon the expiry of the current term of office. If any member ceases to be a director of the Company during his/her term of office, or any member who ought to have the identity of independent non-executive director does not have the independence specified in the *Article of Association* or in the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* any longer, he/she shall lose his/her membership qualification automatically, and the vacancy shall be filled by the Committee in accordance with the provisions of Articles 3 to 5 above.

第三章 职责权限

Chapter III Terms of References

第七条 提名委员会的主要职责权限：

Article 7 The major terms of references of the Nomination Committee include:

(一) 根据公司经营活动情况、资产规模和股权结构对董事会的规模和构成向董事会提出建议；

to make suggestions on the size and structure of the Board according to the business operation situation, asset size and ownership structure of the Company to the Board;

(二) 至少每年检查董事会的架构、人数及成员多元化（包括但不限于性别、年龄、文化及教育背景、专业经验、技能、知识及服务任期等方面），并就任何为配合公司的企业策略而拟对董事会作出的变动提出建议；

to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least once every year and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

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- (三) 研究董事、经理人员的选择标准和程序，并向董事会提出建议；
to study the selection criteria and procedures of directors and managers and make recommendations to the Board;
- (四) 物色具备合适资格可担任董事的人士，并在物色时考虑有关人选的价值并以客观条件充分顾及董事会成员多元化的裨益，并挑选提名有关人士出任董事或就此向董事会提供意见；
to identify individuals suitably qualified to become directors, taking into consideration the merits of the candidates and having due regard for the benefits of diversity on the Board while bearing in mind the objective criteria at the same time, and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (五) 广泛搜寻合格的董事和经理人员的人选；
to search extensively for qualified candidates of directors and managers;
- (六) 对董事候选人和经理人员的人选进行审查并提出建议；
to examine the candidates of directors and managers and make recommendations;
- (七) 对须提请董事会聘任的其他高级管理人员进行审查并提出建议；
to examine other higher management which must be employed by the Board and make recommendations;
- (八) 评核独立非执行董事的独立性；
to assess the independence of independent non-executive directors;
- (九) 就董事委任或重新委任以及董事（尤其是董事长及总经理）继任计划向董事会提出建议；
to make recommendations to the Board on the appointment or reappointment of directors and the succession plan of directors (especially the Chairman of the Board and the General Manager);
- (十) 定期检查董事履行其责任所付出的时间；
to review the time the directors need to perform their duties on a regular basis;
- (十一) 在适当情况下，审核董事会成员多元化政策和董事会为执行董事会成员多元化政策而制定的可计量目标和达标进度，并审核每年在《企业管治报告》内披露的结果；
where appropriate, to review the Board diversity policy and the measurable objectives formulated by the Board to implement that policy and the progress made towards achieving those objectives, as well as the results disclosed in the annual Corporate Governance Report;
- (十二) 向董事会汇报其决定或建议，但受法律或监管限制所限而不能作此汇报的除外；及
to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so; and
- (十三) 董事会授权的其他事宜。

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other matters authorized by the Board.

第八条 提名委员会对董事会负责，委员会的提案提交董事会审议决定；控股股东在无充分理由或可靠证据的情况下，应充分尊重提名委员会的建议，否则，不能提出替代性的董事、经理人员的人选。

Article 8 The Nomination Committee shall report to the Board, and the proposal raised by the Committee shall be decided by the Board. The dominant stockholders shall fully respect the recommendations made by the Nomination Committee without mastering sufficient reason or reliable evidence, otherwise the candidates of alternative directors and managers could not be proposed.

第八(A)条 提名委员会须应董事长的邀请由主任委员，或在主任委员缺席时，由另一名委员或其授权代表出席股东周年大会，并在股东周年大会上回答提问。

Article 8 (A) The Chairman of the Board shall invite the Chairman of the Nomination Committee or another member of the Committee or failing this his duly appointed delegate in the absence of the Chairman of the Committee to attend the annual general meeting and to be available to answer questions at the annual general meeting.

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第四章 决策程序

Chapter IV Decision-making Procedures

第九条 提名委员会依据相关法律法规和公司章程的规定，结合本公司实际情况，研究公司的董事、经理人员的当选条件、选择程序和任职期限，形成决议后备案并提交董事会通过，并遵照实施。

Article 9 The Nomination Committee shall study the election qualifications, selection procedures and employment durations of the directors and managers of the Company in accordance with the provisions in relevant laws and regulations and the Article of Association according to the practical situation of the Company to form the resolution for the record and then submit to the Board for approval and shall implement accordingly.

第十条 董事、经理人员的选任程序：（一）提名委员会应积极与公司有关部门进行交流，研究公司对新董事、经理人员的需求情况，并形成书面材料；（二）提名委员会可在本公司、控股（参股）企业内部以及人才市场等广泛搜寻董事、经理人员的人选；（三）搜集初选人的职业、学历、职称、详细的工作经历、全部兼职等情况，形成书面材料；（四）征求被提名人对提名的同意，否则不能将其作为董事、经理人员的人选；（五）召集提名委员会会议，根据董事、经理人员的任职条件，对初选人员进行资格审查；（六）在选举新的董事和聘任新的经理人员前一至两个月，向董事会提出董事候选人和新聘经理人员的人选的建议和相关材料；（七）根据董事会决定和反馈意见进行其他后续工作。

Article 10 The election procedures of the directors and managers shall include that: (i) the Nomination Committee shall communicate with relevant departments of the Company actively to study the Company's demand on directors and managers and form written materials; (ii) the Nomination Committee can search extensively for candidates of directors and managers within the Company or holding (sharing) company(s) and on the talent market and the like; (iii) the information of the primary candidate such as the occupation, the education background, the title, the detailed work experience, all concurrent posts and the like shall be collected to form written material; (iv) the nominee

shall agree the nomination, otherwise he/she will not be considered as the candidate of the director or manager; (v) the Nomination Committee shall convene the meeting to examine the qualifications of the primary candidates according to the job qualifications of the director and the manager; (vi) the Nomination Committee shall submit the recommendations and materials concerning the candidates of the directors and the persons to be selected as new managers to the Board within one to two months before electing new directors and employing new managers; and (vii) the Nomination Committee shall fulfill the follow-up work according to the decision and feedback of the Board.

第五章 议事规则

Chapter V Rules of Procedure

第十一条 提名委员会会议于召开前七天通知全体委员，会议由主任委员主持，主任委员不能出席时可委托其他一名委员（独立非执行董事）主持。

Article 11 All members of the Nomination Committee shall be notified seven days prior to the meetings of the Nomination Committee. The meetings shall be chaired by the Chairman who, if unable to attend the meeting, may appoint another member (being an independent non-executive director) to chair the meeting.

第十二条 提名委员会会议应由三分之二以上的委员出席方可举行；每一名委员有一票的表决权；会议做出的决议，必须经全体委员的过半数通过。

Article 12 The quorum of the meetings of the Nomination Committee shall be two-thirds or more of all its members, each having one vote. Resolutions of the meetings shall be passed by a majority of all members.

第十三条 提名委员会会议表决方式为举手表决或投票表决；临时会议可以采取通讯表决的方式召开。

Article 13 The way of voting on the meeting of the Nomination Committee is voting by a show hands or voting by ballot; and the interim meeting can be held by communication voting.

第十四条 提名委员会会议必要时可邀请公司董事、监事及其他高级管理人员列席会议。

Article 14 The directors, supervisors and other higher management of the Company may be invited by the Nomination Committee to attend its meeting as non-voting participants when necessary.

第十五条 提名委员会应获足够资源以履行其职责。其中包括但不限于，如有必要，提名委员会可以聘请中介机构为其决策提供独立专业意见，费用由公司支付。

Article 15 The Nomination Committee shall be provided with sufficient resources to discharge its duties, including but not limited to that, if necessary, the Nomination Committee may engage intermediaries to provide professional independent advices on its decisions at reasonable expense of the Company.

第十六条 提名委员会会议的召开程序、表决方式和会议通过的议案必须遵循有关法律、法规、公司章程及本办法的规定。

Article 16 The convening procedure, voting pattern and the proposals passed in the meeting of the Nomination Committee must follow relevant laws and regulations, the

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Articles of Association and the Rules of this procedure.

第十六(A)条 提名委员会会议讨论与有关委员会成员利益相关的议题时，相关委员应回避。
Article 16 (A) The topics concerning the interests of the Committee members shall be discussed on the meeting of the Nomination Committee at the evasion of related members.

第十七条 提名委员会会议应当有记录，出席会议的委员应当在会议记录上签名；会议记录由公司董事会秘书保存。

Article 17 Minutes of meetings shall be kept for the meetings of the Nomination Committee. Members who have attended the meetings shall sign on the minutes of the relevant meetings. Minutes of meetings shall be kept by the Secretary of the Board of the Company.

第十八条 提名委员会会议通过的议案及表决结果，应以书面形式报公司董事会。

Article 18 The proposals and voting result passed on the meeting of the Nomination Committee shall be submitted to the Board of the Company in written form.

第十九条 出席会议的委员均对会议所议事项有保密义务，不得擅自披露有关信息。

Article 19 All members who have attended any of the meetings are subject to the obligations of confidentiality on all matters considered at the meetings and shall not disclose any of the relevant information without authorization.

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第六章 附则

Chapter VI Supplementary Provisions

第二十条 本实施细则已经取得董事会决议通过，自本公司境外上市外资股(H 股)发行并上市之日起生效并施行。

Article 20 These Implementation Rules have been voted and adopted through the Board resolution and shall come into force and be implemented from the date, on which the overseas listed foreign shares (H-share) of the Company are issued and listed.

第二十(A)条 本实施细则将按适用的上市规则的要求在公司网站以及有关的证券交易所网站上公开。

Article 20(A) These Implementation Rules shall be disclosed on the Company's web sites and relevant web sites of Stock Exchange according to the applicable requirements of Listing Rules.

第二十一条 本实施细则未尽事宜，按国家有关法律、法规、适用的上市规则和公司章程的规定执行；本细则如与国家日后颁布的法律、法规、适用的上市规则或经合法程序修改后的公司章程相抵触时，按国家有关法律、法规、适用的上市规则和公司章程的规定执行，并立即修订，报董事会审议通过。

Article 21 The matters not covered in these Implementation Rules shall be implemented in accordance with the relevant laws and regulations of the PRC, applicable Listing Rules and the Articles of Association. Where these Rules conflict with any laws, regulations and applicable Listing Rules of the PRC issued afterward or the Articles of Association validly

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amended, the latter shall bowver and these Rules shall be revised immediately for approval by the Board.

第二十二条 本细则解释权归属公司董事会。

Article 22 The Board of Directors of the Company shall reserve the right to interpret these Rules.

郑州煤矿机械集团股份有限公司
董事会
The Board of Directors of
Zhengzhou Coal Mining Machinery Group Co., Ltd.

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25 October 2013