

CHINA PRECIOUS METAL RESOURCES HOLDINGS CO., LTD

中國貴金屬資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE TERMS OF REFERENCE

Membership

1. The nomination committee (the "Committee") of China Precious Metal Resources Holdings Co., Ltd. (the "Company") shall consist of three directors, of which a majority should be independent non-executive directors as required under the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited, appointed by the board of directors of the Company (the "Board") from time to time.
2. The Board shall nominate one of the three members (who shall be the chairman of the Board or an independent non-executive director) as the chairman of the Committee.
3. The company secretary of the Company shall be the secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year. Additional meetings may be convened by the chairman of the Committee as and when necessary.
5. Meetings of the Committee shall be convened by the secretary of the Committee at the request of any member thereof.
6. The quorum of a meeting shall be two members of the Committee.
7. Members of the Committee may participate in a meeting by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.
8. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Committee members present.
9. A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

10. Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Committee members for their comments and records respectively within a reasonable period of time after the meeting.
11. 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.

Authority

12. The Committee is authorized by the Board to deal with all matters in relation to the appointment of members of the Board, including making recommendation to the Board for such steps to be taken to comply with relevant requirements under the Listing Rules; and
13. The Committee is authorized by the Board to obtain independent legal or other professional advice if considered necessary to perform its duties at the Company's expense.
14. The Committee should be provided with sufficient resources to perform its duties.

Duties, powers and functions

15. The Committee shall:-
 - (i) 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;
 - (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (iii) assess the independence of independent non-executive directors;
 - (iv) 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;
 - (v) regularly review the time required from a director to perform his responsibilities;
 - (vi) do any such things to enable the Committee to perform its powers and functions conferred on it by the Board; and
 - (vii) conform to any requirements, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

Annual general meeting

16. The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Committee's work and responsibilities.

Revised and effective on 23 March 2012