



中國礦業資源集團有限公司
China Mining Resources Group Limited

CHINA MINING RESOURCES GROUP LIMITED

REMUNERATION COMMITTEE TERMS OF REFERENCE

I. General

1. In order to enhance the directors' and senior management's remuneration policy and to strengthen corporate governance of the Company, the board of directors of the Company (the "Board") has resolved to establish a remuneration committee under the Board (the "Committee") with the terms of reference as set out herein below.
2. The Committee shall act in accordance with these terms of reference and carry out its duties with the delegated authority of the Board. The Committee shall report to the Board and make recommendations so as to assist the Board to fulfill its functions.
3. The term "director" mentioned in this document includes executive directors, non-executive directors and independent non-executive directors and the term "senior management" refers to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
4. The Committee should be provided with sufficient resources to discharge its duties.

II. Membership

1. Members of the Committee should be appointed by the Board from amongst the directors of the Company. The Committee shall consist of not less than three members and a majority should be independent non-executive directors. Any member who ceases to be a director of the Company shall also cease to be a member of the Committee and the vacancy shall be filled by the Board as soon as possible.
2. The chairman of the Committee shall be appointed by the Board and

shall be an independent non-executive director.

3. There is one secretary for the Committee and shall be appointed by the Board. The secretary of the Committee shall attend the Committee meetings, minute the proceedings of the meetings and assist in the communication and co-operation between the Committee, the Board and other departments of the Company.

III. Authorities and Duties

The authorities and duties of the Committee are as follows:

1. To make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
2. To consult the chairman of the Board and/or the chief executive officer about their proposals relating to the remuneration of other executive directors and senior management;
3. To have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;
4. To review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
5. To review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
6. To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

7. To ensure that no director or any of his associates is involved in deciding his own remuneration; and
8. To deal with any other matters delegated by the Board.

IV. Procedures

1. Committee meetings shall be held at least once a year and also as and when required. Usually, meetings are convened by the chairman of the Committee, however, other members of the Committee can also convene meetings as necessary. Notice of at least 3 days should be given of a meeting to give all Committee members an opportunity to attend or over half of the members of the Committee agree the reasonable shorter notice should be given. All Committee meetings shall be chaired by the chairman of the Committee and in his absent, other members shall elect between themselves a person as the chairman of the meeting.
2. The quorum for meetings shall be two. Every member present at the meeting shall have one vote and all resolutions shall be passed by a simple majority.
3. The Committee members may invite other directors, professionals, senior management or other employees of the Company to attend their meetings if they considered necessary.
4. The chairman of the Committee shall submit any reports and recommendations made by the Committee to the Board.
5. The secretary of the Committee shall maintain proper minutes of the meetings and shall circulate the minutes to all the members of the Board within a reasonable time. Minutes of meetings shall be signed by all the members present at the meetings and shall be kept by the secretary.
6. All members and others present at the meetings shall have the obligations of confidentiality.

V. Effective

These terms of reference shall be effected and implemented from the date of the Board Meeting approving the document.