

CHINA BILLION RESOURCES LIMITED

**Terms of reference of
the Nomination Committee of the Board of Directors**

CHINA BILLION RESOURCES LIMITED
(the “Company”)

Nomination Committee – Terms of Reference

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the board of directors (“Board”).
- 1.2 A majority of the members of the Nomination Committee shall be independent non-executive directors.

2. Chairman

- 2.1 The chairman of the Nomination Committee shall be the chairman of the Board.

3. Meetings

- 3.1 The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the Company’s Articles of Association for regulating the meetings and proceedings of Directors.
- 3.2 The quorum for meetings of the Nomination Committee shall be any two members.
- 3.3 The Nomination Committee shall meet at least once a year and otherwise as required.
- 3.4 The Company Secretary shall act as the secretary to the Nomination Committee and must ensure that full minutes are kept of all meetings. In the absence of the secretary of the Nomination Committee, the members present at the meeting of the Nomination Committee shall elect another person as the secretary.

4. Authority

- 4.1 The Nomination Committee is authorised by the Board to seek independent professional advice, at the Company’s expense, to perform its responsibilities, as and when it thinks fit.
- 4.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

5. Duties

The duties of the Nomination Committee shall include:

- 5.1 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;
- 5.2 identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- 5.3 assess the independence of independent non-executive directors; and
- 5.4 make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the general manager.

6. Annual General Meeting

- 6.1 The Chairman of the Nomination Committee shall, as far as practicable, attend the Company's annual general meeting and be prepared to respond to any shareholders' questions on the Nomination Committee's decisions or recommendations.

7. Amendment

- 7.1 Any amendment to these terms of reference must be approved by the Board.

8. Publication of these terms of reference

- 8.1 The Nomination Committee shall cause a copy of these terms of reference to be published on the websites of the Company and The Stock Exchange of Hong Kong Limited.