



China Polymetallic Mining Limited

中國多金屬礦業有限公司

TERMS OF REFERENCE FOR THE STRATEGY COMMITTEE

(the “Committee”)

*(Revised and adopted by the Company
pursuant to a resolution passed at the
Board Meeting held on October 16, 2015)*

Chapter One General Principles

Article 1 For the purposes of promoting the sustainable and healthy development of China Polymetallic Mining Limited (hereinafter referred to as the “**Company**”), standardizing the strategic planning of the Company, enhancing its core competitiveness, perfecting its investment decision-making procedure, improving the rationality of its decision making, raising the benefit of its major investment decisions and the quality of such decisions, and perfecting its governance structure, the board of directors of the Company has established a Strategy committee and formulated these Terms of Reference in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules**”), the articles of association of the Company, and other relevant provisions.

Chapter Two Duties and Membership

Article 2 The Strategy Committee is a deliberative body and a special working body under the board of directors of the Company and is mainly responsible for deliberating the long-term development strategy, material contracts and major investment decisions of the Company and making proposals thereon. Specifically speaking, its duties are as set forth below:

- (i) to deliberate the long-term development strategy of the Company and making proposals thereon;
- (ii) to deliberate major investment and financing programs that are

subject to approval by the shareholders' meeting and/or the board of directors in conjunction and accordance with the Company's strategic plan, pertinent regulatory laws, the Listing Rules and the articles of association of the Company and make proposals thereon and to deliberate financing programs that exceed RMB300 million and internal or external investments that exceed RMB200 million and make proposals thereon;

(iii) to deliberate major capital operations and asset management projects that are subject to approval by the shareholders' meeting and/or the board of directors in conjunction and accordance with the Company's annual budget, pertinent regulatory laws, the Listing Rules and the articles of association of the Company and make proposals thereon;

(iv) to deliberate other major matters and long-term contracts that may have an effect on the development of the Company and make proposals thereon;

(v) to formulate the strategic management system and investment management system of the Company;

(vi) to track, monitor, oversee and examine the implementation of the aforesaid matters; and

(vii) to be responsible for any other matters that the Strategy Committee is required to handle under the regulatory rules of the jurisdiction where the Company is listed and for those which it is authorized by the board of directors to handle.

For the purpose of ensuring that the Strategy Committee will be able to perform the aforesaid duties, the Company shall provide it with adequate resources, including but not limited to the engagement of external intermediary institutions and the payment of expenses for services and consultancy to be provided by such institutions.

Article 3 The Strategy Committee of the board of directors of the Company shall be composed of at least three directors, which shall be appointed by the board of directors.

Article 4 The Strategy Committee shall have one chairperson (convener), who shall be elected by the members of the committee, subject to approval by the board of directors, and who shall be responsible for convening and presiding over meetings of the committee. The Strategy Committee shall have one secretary, which position shall be held by the Board Secretary or the Company Secretary (as defined under the Listing Rules).

Article 5 If a Strategy Committee member ceases to be a director of the board during such term, he or she shall be automatically disqualified from

holding the position of a member of the committee and a replacement of such member shall be appointed by the board of directors in accordance with these Terms of Reference.

Article 6 The everyday matters of the Strategy Committee such as routine liaison, preparations for and organization of meetings and implementation of resolutions shall be handled by the board of directors office.

Chapter Three Investment Decision-Making Procedures

Article 7 The board of directors office shall be responsible for the first-phase preparations for the Strategy Committee and provide the information on the relevant aspects of the Company.

(i) Subject to (v), those in charge of the relevant departments of the Company or the responsible persons of such enterprises as hold a controlling interest in (or participate in the equity of) the Company shall submit information on purposes and intents of major investments and financings, capital operations and asset management projects, preliminary feasibility study reports thereon, and basic information on the cooperative partners;

(ii) Subject to (v), the financial department, legal department and other relevant departments of the Company under the coordination of the office of the board of directors shall make a preliminary examination, issue such project proposal thereon, and submit the same to the Strategy Committee for examination and approval;

(iii) Subject to (v), the relevant departments of the Company or such enterprises as hold a controlling interest in (or participate in the equity of) the Company shall negotiate with the external parties about agreements, contracts, articles of association, and feasibility study reports and submit the same to the board of directors office; and

(iv) Subject to (v), the financial department, legal department and other relevant departments of the Company under the coordination of the office of the board of directors shall make a preliminary examination of the aforesaid agreements, contracts, articles of association, and feasibility study reports, issue a written opinion thereon, and submit a formal proposal to the chairperson of the Strategy Committee.

(v) Management, in accordance with the Company's current authorization scheme, may approve and conclude any transactions and investment programs bearing a contractual value not to exceed RMB6,000,000.

(vi) Any transactions and investment programs bearing a contractual value equal to or exceeding RMB6,000,000 shall be submitted to the board via the Strategy Committee for review and approval before they can be concluded or executed.

Article 8 The chairperson of the Strategy Committee shall make an examination of the relevant proposal submitted by the board of directors office and decide on whether to hold a meeting to deliberate it. If such meeting is held, the results of the deliberation at such meeting shall be submitted to the board of directors of the Company as the basis for its examination and approval.

Chapter Four Rules of Procedure

Article 9 Meetings of the Strategy Committee are divided into regular meetings and interim meetings. Regular meetings are held two times each year and interim meetings may be held on a motion of more than two members of the Strategy Committee, the chairperson of the board of directors, and the chief executive officer.

Article 10 All the members of the Strategy Committee shall be notified of a meeting of the committee seven days in advance of it and such notice shall be delivered personally or by fax, express mail, email, or registered airmail.

The agenda of such meeting, the proposals to be made thereat, and the documents related thereto shall be delivered together with the notice of it.

If any member of the Strategy Committee who has attended a meeting of the committee has failed to protest that he had not received the notice of such meeting before he or she arrived at it or it commenced, the notice of such meeting shall be deemed to have been delivered to him or her.

Article 11 Meetings of the Strategy Committee shall be presided over by the chairperson of the committee. When the chairperson of the committee is unable to attend a meeting, he or she may authorize another member of the committee to preside over such meeting in his or her place.

Article 12 Members of the Strategy Committee shall attend meetings of the committee in person; and, if any member has failed to attend a meeting of the Strategy Committee, he or she shall be deemed to have waived his or her right to vote at such meeting. If any member has failed to attend meetings of the Strategy Committee in person twice on end, he or she shall be deemed to have failed to perform his or her duties and the Strategy Committee shall propose to the board of directors that such member be removed from the committee.

- Article 13** A quorum of more than two thirds of the members of the Strategy Committee shall be required at a meeting of the committee; each member shall have one vote; and resolutions at such meetings shall be adopted by the affirmative vote of more than half of all the members.
- Article 14** The Strategy Committee shall take a vote by a show of hands or a cast of ballots; and interim meetings may be held by correspondence voting.
- Article 15** The secretary of the Strategy Committee shall attend all meetings of the committee and prepare minutes of such meetings. The minutes shall be signed by the chairman of the relevant meeting or by the chairman of the following meeting. The minutes of such meetings and the materials related thereto shall be put in order by the secretary of the Strategy Committee and then placed in the files of the board of directors office for ten years.
- Article 16** The proposals adopted at meetings of the Strategy Committee and the voting results at such meetings shall be submitted in writing to the board of directors. In addition, the secretary of the Strategy Committee shall pass round the minutes and reports of such meetings among all the members of the board of directors.
- Article 17** Those members of the Strategy Committee who are present at meetings of the committee, those who attend such meetings as non-voting delegates, and the other directors of the Company shall be obligated to maintain the confidentiality of the matters discussed at such meetings and shall not disclose any information thereon without authorization.
- Article 18** The Strategy Committee may invite the directors, chief executive officer and other officers of the Company to attend its meetings as non-voting delegates.
- Article 19** Except as agreed by all the members of the Strategy Committee, no other matters than those on the agenda of a meeting of the committee shall be discussed at such meeting.
- Article 20** If necessary, the Strategy Committee may, at the expense of the Company, engage intermediary institutions to provide professional opinions on decisions to be made by it.

Chapter Five Supplementary Provisions

- Article 21** The chairperson of the Strategy Committee shall submit a report on the performance of its duties to the board of directors on a regular basis (at least once each year).
- Article 22** Matters uncovered in these Terms of Reference shall be handled in accordance with the relevant provisions of laws and administrative

regulations and the articles of association of the Company. In the event of any conflict between these Terms of Reference and any laws or regulations that will be promulgated in the future or the articles of association of the Company that will be amended by due process, the provisions of the relevant laws or regulations or the amended articles of association of the Company shall be applicable and amendments shall promptly be made in these Terms of Reference and these amended Terms of Reference shall be submitted to the board of directors for review and approval.

Article 23 These Terms of Reference shall be formulated by the board of directors and shall be implemented as of the date they are adopted by a resolution of the board of directors.