

**TERMS OF REFERENCE
NOMINATION COMMITTEE**
(adopted on 29 February 2012)



1. ESTABLISHMENT

- 1.1 The Nomination Committee (the “Committee”) is established by the Board of Directors (the “Board”) of G-Resources Group Limited (the “Company”).
- 1.2 Subject to Appendix 14 to the Listing Rules (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited, the procedures of the Committee shall be regulated by the provision of this Terms of Reference (the “Terms of Reference”).

2. MEMBERSHIP

- 2.1 The Committee shall have a minimum of three members (the “Members”) who shall be appointed by the Board. The Committee is chaired by the chairman of the Board (“the Board Chairman”) if the Board Chairman is a member of the Committee and comprises a majority of independent non-executive directors (as defined by the Listing Rules). The quorum for a meeting shall be two Members.
- 2.2 A member who wishes to retire or resign from the Committee should provide notice to the Company so that a replacement may be appointed before he leaves.
- 2.3 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.
- 2.4 The Chairman of the Committee shall be appointed by the Board if the Board Chairman is not a member of the Committee.

3. ATTENDANCE AT MEETINGS

- 3.1 The Committee may invite any executive director(s), the Chief Financial Officer and any employee of the Company to attend the Committee meeting.
- 3.2 The Company Secretary shall be the secretary of the Committee.

4. FREQUENCY OF MEETINGS

The Committee shall meet at least once a year and otherwise as required.

5. NOTICE OF MEETINGS

5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its Members; and

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, shall be forwarded to each member of the Committee and any other person required to attend at least 14 days before the date of the meeting. Agenda of items to be discussed together with the supporting papers shall be sent to Committee Members and to other attendees as appropriate at least 3 clear days in advance of the meeting.

6. AUTHORITY

The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

7. DUTIES

The duties of the Committee shall be:-

- (a) 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;
- (b) identify individuals suitably qualified to become Board Members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors; and
- (d) 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.

8. MINUTES OF MEETINGS

- 8.1 the Bye-Laws of the Company on “PROCEEDINGS OF THE DIRECTORS” shall apply to all meetings and proceedings of the Committee unless otherwise decided by the Board;
- 8.2 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance;
- 8.3 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly; and
- 8.4 The secretary shall circulate the minutes of Committee meetings to all Members of the Committee within a reasonable time (generally within 14 days) after each meeting and, once agreed, to all Members of the Board to enable the Board to be informed of the progress of the work performed by the Committee and their findings during the period under review.

9. ANNUAL GENERAL MEETING

The Committee Chairman shall, as far as practicable, attend the Annual General Meeting of the Company each year and make himself available to respond to any shareholder questions on the Committee’s activities.