



CHINA METAL RECYCLING (HOLDINGS) LIMITED

中國金屬再生資源(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00773)

Terms of reference of the Remuneration Committee

(Adopted by the Board on 27 March 2012)

The board of directors (the “**Board**”) of **CHINA METAL RECYCLING (HOLDINGS) LIMITED** (the “**Company**”) has resolved to establish a committee to be known as the Remuneration Committee (the “**Remuneration Committee**”) with the terms of reference set out below.

1. Membership

- 1.1 The Remuneration Committee shall be appointed by the Board.
- 1.2 The majority of Remuneration Committee members shall be independent non-executive Directors of the Company.
- 1.3 The chairman of the Remuneration Committee must be an independent non-executive director.
- 1.4 The term of each appointment to the Remuneration Committee shall be determined by the Board upon appointment.

2. Secretary

- 2.1 The Company Secretary shall be the secretary of the Remuneration Committee.
- 2.2 The Remuneration Committee may from time to time appoint another person with appropriate qualification and experience to act as the secretary of the remuneration committee.

3. Meetings

- 3.1 At least one meeting of the remuneration committee will be held each year.
- 3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Remuneration Committee, and to any other person required to attend in relation to all regular meetings of the Remuneration Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required.
- 3.3 The quorum of Remuneration Committee meetings shall be two members, one of them must be an independent non-executive director.
- 3.4 The Members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5 Resolutions of the Remuneration Committee shall be passed with a majority of votes.
- 3.6 Resolutions signed by all members of the Remuneration Committee will be treated as valid as if it is passed in the meeting held by the Remuneration Committee.
- 3.7 Minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee and/or any Director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Remuneration Committee shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.

4. Attendance of Meetings

- 4.1 Upon invitation by the Remuneration Committee, the chairman of the Board and/or the general manager or the chief executive officer, external consultant and other Board members may attend all or any of the meetings.
- 4.2 Only the Remuneration Committee members can vote in the meeting.

5. Annual general meetings

- 5.1 The chairman of the Remuneration Committee should attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Remuneration Committee's activities. If the chairman of the Remuneration Committee is unable to attend, a member of the Remuneration Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Remuneration Committee's activities.

6. Duties and responsibilities

The duties and responsibilities of the Remuneration Committee shall be:

- 6.1 to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 6.2 to review and 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 on the remuneration of non-executive Directors. The Remuneration Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, and employment conditions elsewhere in the Group;
- 6.3 to review and approve the management's remuneration with reference to corporate goals and objectives resolved by the Board from time to time;
- 6.4 to review and approve the compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with relevant terms and is otherwise fair and not excessive for the Company;
- 6.5 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- 6.6 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration.

7. **Reporting responsibilities**

7.1 After each meeting, the Remuneration Committee shall report formally to the Board on all matters within its duties and responsibilities.

8. **Authority**

8.1 The Remuneration Committee shall consult the chairman and/or the general manager or the chief executive officer of the Company about their proposals relating to the remuneration of other executive directors.

8.2 The Remuneration Committee is authorized by the Board when necessary to seek any remuneration information it requires from senior management of the Company to order to perform its duties.

8.3 The Remuneration Committee is authorized by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties at the Company's expense.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.

8.4 The Remuneration Committee shall have access to sufficient resources in order to perform its duties.

“Senior management” refers to the same category of persons as referred to in the Company’s annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the directors, is appropriate.