GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED
金源發展國際實業有限公司
(Incorporated in Bermuda with limited liability)

TERMS OF REFERENCE
OF
THE REMUNERATION COMMITTEE

Constitution

1. The board of directors (the "Board") of Golden Resources Development International Limited (the "Company") resolved to establish a committee of the Board to be known as the Remuneration Committee (the "Committee") pursuant to Bye-law No. 117(1) of the Company's Bye-laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Membership

2. The majority of the Committee members shall be independent non-executive Directors. A quorum for meeting of the Committee shall be two members.

3. The meetings and proceedings are governed by the provisions contained in the Company's Bye-laws for regulating the meetings and proceedings of Directors.

4. The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.

Attendance at meetings of Committee

5. At the invitation of the Committee, the Chairman of the Board, external advisers and other persons may be invited to attend all or part of any meeting.

6. The Company Secretary shall be the secretary of the Committee. In the absence of the Company Secretary in any meeting of the Committee, a member of the Committee shall act as the secretary of the meeting of the Committee.

Frequency of meetings

7. Meetings shall be held not less than once a year.

Authority

8. The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

9.   The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

10. The duties of the Committee shall include the following: -

(a)   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;

(b)   to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

(c)   to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(d)   to make recommendations to the Board on the remuneration of non-executive directors;

(e)   to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;

(f)   to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

(g)   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;

(h)   to ensure that no director or any of their associates is involved in deciding that director's own remuneration;

(i)   to consult the Chairman and/or the chief executive about their remuneration proposals for other executive directors. The Committee should have access to professional advice if necessary;

(j)   to review and/or approve matters relating to share schemes under chapter 17 of the Listing Rules; and

(k)   to consider other topics as defined by the Board.

Note: For the purpose of this terms of reference, "senior management" should refer to the same category of persons as referred to in the Company's annual report.