

XIZANG ZHIHUI MINING CO., LTD. *
西藏智匯礦業股份有限公司

**PROCEDURES FOR SHAREHOLDERS TO PROPOSED
A PERSON FOR ELECTION AS A DIRECTOR**

The following procedure shall apply to the nomination of persons for directors (the “Directors”, each a “**Director**”) by Shareholders (the “**Shareholders**”, each a “**Shareholder**”) of Xizang Zhihui Mining Co., Ltd. (the “**Company**”) who have received the notice for a general meeting of the Company. The procedure shall be subject to the Articles of Association of Xizang Zhihui Mining Co., Ltd. (the “**Articles of Association**”) applicable after the listing of the Company on The Stock Exchange of Hong Kong Limited and other applicable regulations and rules.

Article 1 Shareholder(s) individually or jointly holding more than 3% of the Company’s shares shall be entitled to make a provisional motion to nominate director candidate(s) in writing to the Board of Directors ten working days prior to the date of the general meeting.

Article 2 Shareholder(s) individually or jointly holding more than 10% voting shares of the Company may sign 1 or more written requests in the same form and content requesting the Board of Directors to convene an extraordinary general meeting for the nomination of director candidate(s).

Article 3 The Company shall set aside a period of time before the convening of the meeting in respect of candidate(s) nominated by Shareholders taking up the role of directors. Within this period, shareholders may issue a written notice to the Company in respect of nominating a candidate for director, and such candidate may issue a written notice regarding the indication of his/her intention to accept the nomination to the Company. The aforementioned period shall be at least seven days commencing on, and no earlier than, the day following the dispatch of the notice of the convening of such meeting until no later than seven days prior to the date of such meeting.

Article 4 A Qualified Shareholder who intends to nominate candidate(s) to the Board of Directors by the means set out above for the Board's consideration of nominating such candidate for election as a Director at a general meeting shall send a written notice to the Company, and such notice shall be mailed to the Company's Head Office (for attention of the Secretary of the Board of Directors at Xizang Zhihui Mining Co., Ltd., Building 2, No. 2 Tongzhan West Road Serni District Nagqu Xizang PRC) or the Company's Place of Business in Hong Kong (for attention of the Secretary of the Board of Directors at Xizang Zhihui Mining Co., Ltd., Units 903A-905, 9/F, 8 Observatory Road, Tsim Sha Tsui, Kowloon, Hong Kong).

Article 5 Each nomination notice shall provide the following information in respect of each candidate:

- (1) The candidate's name, age, contact telephone number, business address and residential address (if known);
- (2) The candidate's complete resume, including the details required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (3) A written statement setting out the candidate's qualifications for appointment as a Director;
- (4) Any other information reasonably required to determine the candidate's eligibility for appointment to the Board; and
- (5) A written declaration signed by the candidate indicating his/her consent to being considered for nomination to the Board and to serving as a Director if elected.

Article 6 Each nomination notice shall also provide the following information in respect of the shareholders who make the nomination:

- (1) The name and address of the Shareholder(s) concerned (as shown on the Company's register of members) or other proof of Shareholder status, together with the Shareholder's contact telephone number;
- (2) The class and number of shares in the Company beneficially owned by the Shareholder(s) concerned as at the date of the nomination notice, and the duration of holding such shares; and
- (3) A written declaration by the Shareholder who makes the nomination stating: (i) whether the candidate will serve as an executive or non-executive Director of the Board; and (ii) the reasons why the Shareholder believes the candidate is competent to perform the duties of a director.

Article 7 The Company may require any candidate to provide such other information as may be reasonably necessary to determine the candidate's eligibility for appointment as a director. The Company may also require the candidate to attend an interview as may be required by the Board of Directors in its discretion.