

CHINA METRO-RURAL HOLDINGS LIMITED

(the "Company")

NOMINATION CHARTER

1. Nominations to the Company's Board of Director shall be made by a majority of the independent directors (as determined under the applicable rules of the NYSE Amex Company Guide).
2. In determining director nominees for election to the Company's Board of Directors, the independent directors shall:
 - (a) review the needs of the Company and the composition and experiences of the Board;
and
 - (b) consider the skills, characteristics and qualifications that a Board nominee should possess, with the objective of having a Board with diverse backgrounds and experience in business, marketing and finance.
3. In evaluating the suitability of an individual candidate, the independent directors shall:
 - (a) consider his or her personal integrity;
 - (b) evaluate each such candidate in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business and represent shareholder interests through the exercise of sound judgment using its diversity of experience;
 - (c) take into account many factors, including understanding of real estate businesses; expertise in marketing, finance and other disciplines relevant to the success of a publicly traded company in today's international business environment; education and professional background; and personal accomplishment; and
 - (d) for independent non-executive directors, the degree of independence (as determined under the applicable rules of the United States Securities & Exchange Commission and the NYSE Amex).

4. In determining whether to recommend a director for re-election, the independent directors shall take into account the director's past attendance at meetings and participation in and contributions to the activities of the Board.
5. After such consideration and evaluation, the independent directors shall make their nominations to the Board and the shareholders.
6. The independent directors will consider recommendations from stockholders holding more than five percent (5%) of the Company's outstanding stock for candidates for the Board. The name of any recommended candidate for director, together with a brief biographical sketch, a document indicating the candidate's willingness to serve, if elected, and evidence of the nominating stockholder's ownership of the Company's stock should be sent to the attention of the Secretary of the Company not less than 120 days nor more than 180 days before the first anniversary of the date of the Company's proxy statement released to stockholders in connection with the previous year's annual meeting.

Fist version adopted on August 25, 2009

Second version adopted on July 11, 2011