



**JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD**

金川集團國際資源有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2362)**

Terms of Reference – Corporate Governance Functions of the Board

Should there be any discrepancy between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

## **Corporate Governance Functions of the Board - Terms of Reference**

### **1 Objectives**

The Board of Directors of the Company (the "Board") has the responsibility to fulfill the corporate governance responsibilities contained in the Corporate Governance Code (Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited), as well as to establish, review and monitor the Company's corporate governance policies and practices and be responsible for the Company's continued growth.

### **2 Duties**

The Board shall be responsible for performing the following corporate governance duties:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report in the Company's Annual Report.