

China XLX Fertiliser Ltd.
(the “Company”)
(Incorporated in Singapore with limited liability)
中國心連心化肥有限公司*
(「本公司」)
(於新加坡註冊成立的有限公司)

**TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS
– CORPORATE GOVERNANCE FUNCTIONS**

(Effective from 1 January 2016)
董事會有關企業管治職能的職權範圍
(自 2016 年 1 月 1 日起生效)

1. PRINCIPLES 原則

- 1.1 The Company is committed to achieving high standards of corporate governance to safeguard, uphold and maximize the interests of shareholders and to enhance corporate value and accountability.

本公司致力達至高水平之企業管治，務求保障、維護及盡力提高股東利益以及提升公司價值與問責性。

2. CORPORATE GOVERNANCE POLICY AND PRACTICES 企業管治政策及常規

- 2.1 The Corporate Governance Code as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “CG Code”) sets out the principles of good corporate governance and two levels of recommendations on corporate governance practices:

載列於香港聯合交易所有限公司證券上市規則附錄14的《企業管治守則》（「《企業管治守則》」），訂明良好企業管治的原則及分兩個層次的有關企業管治常規的建議：

- Code provisions: These are not mandatory rules but issuers are expected to comply with them. If issuers choose not to comply with the code provisions, they must give considered reasons for any deviation in their annual and interim reports.
守則條文：不屬強制性規則，但發行人應該遵守。如發行人選擇偏離守則條文，則須於其年報及中期報告中提供經過審慎考慮有關偏離的理由。

* For identification purpose only 僅供識別

- Recommended best practices: These are not mandatory rules and are for guidance only. Issuers are encouraged to comply with them.

建議最佳常規：不屬強制規則，只屬指引。鼓勵發行人遵守。

- 2.2 The Company shall use its best endeavours to apply the corporate governance principles and, to the extent applicable, comply with the code provisions as set out in the CG Code (as amended from time to time).

本公司將在適合本公司的情況下，盡力應用及遵守載列於《企業管治守則》（不時作出修訂）的企業管治原則及守則條文。

3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS 董事會的責任

- 3.1 The board of directors of the Company (the “**Board**”) is collectively responsible for the management and operations of the Company.

本公司董事會（「**董事會**」）須共同負責管理及經營本公司的業務。

- 3.2 The Board shall be responsible for the leadership and control of the Company, and for promoting the Company’s success by directing and supervising its affairs.

董事會應負責領導及監控本公司，並應負責統籌及監督本公司的事務以促使本公司達致成功。

- 3.3 The Board should take decisions objectively in the best interests of the Company.

董事會應該客觀行事，所作決策須符合本公司的最佳利益。

- 3.4 It is the responsibility of the Board to determine the appropriate corporate governance policies and practices applicable to the Company’s circumstances and to ensure processes and procedures are in place to achieve the Company’s corporate governance objectives.

董事會須因應本公司的情況而釐定適合本公司的企業管治政策及常規，並應確保有關程序得以切實執行，以達致本公司的企業管治目標。

- 3.5 The Board may discharge its corporate governance duties by the following arrangements:

董事會可透過以下安排，以履行其企業管治職責：

- To establish a committee or committees with specific terms of reference to carry out different governance oversight roles or to delegate the duties to the existing committee(s).

成立訂有特定職權範圍的一個或多個委員會，以監督不同的企業管治職能，或將職能指派予一個或多個現有的委員會。

- To delegate certain management and administration functions to the management with clear directions.

在給予管理層明確清晰的指引下，把部分管理及行政職能指派予管理層。

4. CORPORATE GOVERNANCE DUTIES 企業管治職責

4.1 The Board should be responsible for the following corporate governance duties:

董事會應負責以下之企業管治職責：

- To develop, review and update the Company's policies and practices on corporate governance and make recommendations to the Board;
制定、檢討及更新本公司的企業管治政策及常規，並向董事會提出建議；
- To review and monitor the training and continuous professional development of directors and senior management;
檢討及監察董事及高級管理人員的培訓及持續專業發展；
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；
- To review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
檢討本公司遵守《企業管治守則》的情況及在《企業管治報告》內的披露；及
- To perform such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board is responsible.
履行其他應由董事會負責而載列於《企業管治守則》（不時作出修訂）的企業管治職責和職能。

Note: *If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.*

註： 如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。