



## **Yunnan Jinxun Resources Co., Ltd.**

### **雲南金潯資源股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3636)**

**(the "Company")**

## **Strategy Committee – Terms of Reference**

### **1. Membership**

- 1.1 The strategy committee of the Company (the **"Strategy Committee"**) shall be established by the board of directors of the Company (the **"Board"**) and shall consist of at least three Board members.
- 1.2 The chairman of the Strategy Committee shall be elected by the members of the Strategy Committee. Should the chairman of the Board be elected as a member of the Strategy Committee, the chairman of the Board shall serve in that capacity.
- 1.3 Members of the Strategy Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive directors, or one-third of all directors, and shall be elected by the Board.
- 1.4 The term of appointment of a member of the Strategy Committee shall be determined by the Board at the time of appointment, and shall not exceed the member's term of office as a Director.

### **2. Secretary of the Strategy Committee**

- 2.1 The secretary of the Strategy Committee shall be the company secretary of the Company.
- 2.2 The Strategy Committee may from time to time appoint any other person of suitable qualifications and experience to be the secretary of the Strategy Committee.

### **3. Meetings**

- 3.1 The Strategy Committee shall hold at least two meetings each year. Any member or the secretary of the Strategy Committee may request a meeting.
- 3.2 Notice of any meeting shall be given at least 14 days prior to the meeting, unless all members of the Strategy Committee unanimously agree to waive such notice. Notwithstanding the notice period, attendance by a member of the Strategy Committee at a meeting shall be deemed to constitute waiver of the notice period required for that member. No notice shall be required for any adjourned meeting held within 14 days of the original meeting.
- 3.3 The quorum required for meetings of the Strategy Committee to transact business shall be more than two-thirds of the members of the Strategy Committee.

- 3.4 Meetings may be attended in person or by electronic means via telephone or video conference. Members of the Strategy Committee may participate in meetings through conference calls or similar communication devices through which all persons participating in the meeting can hear each other.
- 3.5 Resolutions of the Strategy Committee made at a meeting shall be adopted by a majority of the Strategy Committee members present at the meeting.
- 3.6 A resolution passed and signed in writing by all members of the Strategy Committee shall be as valid as if it had been passed at a meeting convened by the Strategy Committee.
- 3.7 Full minutes of the Strategy Committee meetings shall be kept by a duly appointed secretary to the meetings for the inspection of all directors. Draft and final versions of the minutes shall be circulated to all members of the Strategy Committee for their comments and records respectively, within a reasonable period after the meeting in each case.

#### **4. Meeting Attendance**

- 4.1 Directors and senior management of the Company may be invited to attend meetings of the Strategy Committee as and when necessary.
- 4.2 Only members of the Strategy Committee shall be entitled to vote at meetings of the Strategy Committee.

#### **5. Annual General Meeting**

- 5.1 The chairman of the Strategy Committee or, in his/her absence, another member of the Strategy Committee (who must be an independent non-executive director) shall attend the Company's annual general meeting and respond to shareholders' questions at the meeting regarding the activities and responsibilities of the Strategy Committee.

#### **6. Duties and Powers**

The Strategy Committee shall have the following duties and powers:

- 6.1 to conduct research and provide recommendations on the Company's long-term development plans, operational objectives and development strategies;
- 6.2 based on the economic and financial situation and market trends, assess the factors that may affect the Company's strategic development plan and its implementation, and promptly make recommendations to the board of directors regarding adjustments to the Company's strategic development plan;
- 6.3 to conduct research and provide recommendations on major investments and business proposals requiring Board approval under the articles of association of the Company;
- 6.4 to conduct research and provide recommendations on major strategic investments and financing proposals of the Company;
- 6.5 review the Company's strategic capital allocation and balance sheet management objectives and make recommendations to the Board;

- 6.6 to conduct research and provide recommendations on the Company's operational strategies, including but not limited to product strategies, market strategies, marketing strategies, research and development strategies, and talent strategies;
- 6.7 to conduct research and provide recommendations on business innovations that affect the Company's medium-to-long term development;
- 6.8 to conduct research and provide recommendations on other major matters affecting the Company's development;
- 6.9 to conduct follow-up inspections on the implementation of the above matters; and
- 6.10 other matters delegated by the Board.

## **7. Reporting**

- 7.1 The Strategy Committee shall report to the Board following each of its meetings.

## **8. Authority**

- 8.1 The Board shall authorise the Strategy Committee to have access to all accounts, reports and records of the Company.
- 8.2 The Strategy Committee is authorized by the Board to request the Company's management to provide any required resources or information as may be necessary for the performance of its duties.
- 8.3 The Strategy Committee may have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Strategy Committee.

*Remark: the independent professional advice can be sought via the chief financial officer or the company secretary of the Company.*

- 8.4 The Strategy Committee shall be provided with sufficient resources to fulfil its duties.