



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 – Strategy and Investment Committee  
(after combination of Strategy and Investment Committee  
and Overseas Assets Oversight Committee with effect  
from 26 November 2015)

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

## **The Strategy and Investment Committee - Terms of Reference**

### **1 Objectives**

The purpose of the Strategy and Investment Committee (the “Committee”) of the Board of Directors (the “Board”) is responsible for the long term strategic development of the Company and its subsidiaries (collectively referred to as the “Group”) and to provide recommendations to the Board on the acquisition and disposal of investments, as well as the oversight of the Company’s overseas assets and to provide advice and recommendations to the Company on managing overseas assets in a sustainable manner and enhancing better return.

### **2 Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the Strategy and Investment Committee.

### **3 Membership**

The Committee shall be appointed by the Board and shall consist of not less than three (3) members.

### **4 Chairman**

The Chairman shall be selected amongst the Directors and shall be appointed by the Board.

### **5 Secretary**

5.1 The Company Secretary or his nominee shall be the secretary of the Committee.

5.2 The Company Secretary is appointed to facilitate communication between the Board and the Committee and to provide access to information required by the Committee members in pursuit of their duties.

### **6 Quorum**

Two (2) members of the Committee shall constitute a quorum.

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### **7 Frequency of Meetings**

Meetings shall be held not less than once a year.

### **8 Proceedings of Meetings**

8.1 A notice of meeting should be given at least seven (7) days in advance of a regular Committee meeting.

8.2 The agenda and the ancillary documents for the meeting should be sent to all Committee members at least three (3) days before the intended date of Committee meeting.

8.3 Any member may request for committee meetings by giving notice of not less than seven (7) days in writing to the Chairman of the Committee.

8.4 Questions arising at the Committee meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

### **9 Minutes**

9.1 The secretary of the Committee must ensure that full minutes are kept of all Committee meetings.

9.2 Draft and final versions of the minutes of the Committee meetings shall be sent to all Committee members for their comment and records respectively within reasonable time after the meeting.

9.3 Minutes of the Committee should be formally approved by the Committee before reporting to the Board.

9.4 Minutes shall be available for inspection at any reasonable time upon reasonable notice by any Director.

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9.5 Minutes shall record in sufficient detail the matters considered by the Committee and the decisions reached, including any concerns raised by the members or dissenting views expressed.

9.6 The Committee shall circulate its meeting minutes to the Board (within reasonable time after the meeting), to keep the Board informed of the Committee's activities and recommendations on a regular basis.

### 10 **Authority**

10.1 The Committee is authorized by the Board to investigate into any activity within its terms of reference.

10.2 The Committee is authorized by the Board to obtain legal or other independent professional advice from external parties and to invite external parties with relevant experience and expertise, at the Company's expenses, to attend the Committee meetings if necessary.

### 11 **Duties**

The duties of the Committee are:

- (a) to develop the Group's long-term development strategic plan;
- (b) to consider the Group's current investments and target investments in order to advise whether acquisition or disposal of investment is appropriate, taking into consideration the terms, time and strategy of execution of these investments;
- (c) to provide the Board with analysis on target investments, which shall include results obtained from due diligence regarding information on target investment, investment strategy, potential develop of the investment and financial analysis;
- (d) to manage the overall investment strategy of the Group, propose to the Board on any changes to investment strategy and regularly monitor the execution of the investment strategy;
- (e) to consider any other subject regarding the Group's investment;
- (f) to assist management and the Board with respect to matters on overseas assets and to provide opinions thereon; and
- (g) to consider other relevant topics raised by the Board.

## **The Strategy and Investment Committee - Terms of Reference**

### 12 **Reporting**

12.1 The Committee shall report to the Board on a regular basis.

12.2 The Chairman of the Committee shall present periodic written reports of the Committee which address the work and findings of the Committee to the Board. The frequency of submission of these reports varies but, as a minimum, it has to be submitted on an annual basis.

*\* For the purpose of the terms of reference, "Senior Management" refers to the same category of persons as referred to in the Company's annual report.*