

Xingfa Aluminium Holdings Limited
(“Company”)

Terms of reference of the Corporate Governance Functions
of the Board of Directors (“Board”) of the Company

1. Corporate Governance Functions

- 1.1 The Board shall be responsible for performing the corporate governance duties as set out in these terms of reference or it may delegate the responsibility to a committee or committees.

2. Duties

- 2.1 The Board shall:

- 2.1.1 develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board
- 2.1.2 review and monitor the training and continuous professional development of directors and senior management of the Company and its subsidiaries;
- 2.1.3 review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- 2.1.4 develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company and its subsidiaries; and
- 2.1.5 review the Company’s compliance with the Code on Corporate Governance Practices in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and disclosure in the Corporate Governance Report.

3. Authority

- 3.1 The Board is authorized to seek any information it reasonably requires from any employee of the Company in order to perform its duties.
- 3.2 Where necessary, the Board should seek independent professional advice, at the Company’s expense, to perform its responsibilities.
- 3.3 The Company should provide the Board with sufficient resources to perform its duties.