



## **REAL GOLD MINING LIMITED**

### **瑞金礦業有限公司**

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

**(“Company”)**

## **TERMS OF REFERENCE OF THE BOARD OF DIRECTORS OF THE COMPANY ADOPTED BY THE BOARD ON 30 MARCH 2012**

### **General**

1. The board of directors of the Company (the **“Board”**) shall regularly review the contribution required from a Director of the Company (**“Director”**) to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.
2. Notice of at least fourteen days shall be given for a regular board meeting to give all Directors an opportunity to attend. For all other board meetings, reasonable notice shall be given.
3. Minutes of board meetings and meetings of board committees shall be kept by the Company Secretary or a duly appointed secretary of the meeting and shall be open for inspection at any reasonable time on reasonable notice by any Director. Such minutes shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of board meetings shall be sent to all Directors for their comment and records respectively within a reasonable time after the board meeting is held.

## **Corporate Governance Functions**

4. The corporate governance functions of the Board shall be:
  - (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the board;
  - (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 code and disclosure in the Corporate Governance Report.
5. Subject to Board approval, these terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.