

Board Charter

董事会章程

Bojun Agriculture Holdings Limited

1. Introduction

简介

- 1.1 This Board Charter sets out the principles for the operation of the board of directors (**Board**) of Bojun Agriculture Holdings Limited (**Company**) and describes the functions of the Board. The Company and its subsidiaries are collectively referred to as the **Group**.

本董事会章程规定 Bojun Agriculture Holdings Limited（简称“公司”）的董事会的运作准则并描述董事会的职责和功能。公司及其子公司统称为**集团**。

- 1.2 The Board is responsible for the governance of the Company. This Charter sets out the role and responsibilities of the Board, which responsibilities are delegated to committees of the Board or to management, as well as the membership and the operation of the Board.

董事会负责公司的治理。本章程规定董事会的职责和责任，该等责任以及董事会成员组成和管理将委托给董事会的相关委员会或管理层。

2. Role and responsibilities of the Board

董事会职责和责任

Role 职责

- 2.1 The role of the Board is to provide overall strategic guidance, financial management and controls for the Company through effective oversight of management.

董事会职责将以高效率监督的形式，为公司提供整体战略指导，财务管理和公司管理。

- 2.2 The Board ensures that the activities of the Company comply with its Constitution, from which it derives its authority to act, and with legal and regulatory requirements. To achieve this role, the Board has reserved to itself the following specific responsibilities.

董事会依据公司章程所授予的权力，确保公司一切活动符合公司章程及法律和法规要求。为此，董事会有以下具体责任。

Responsibilities

责任

- 2.3 The Board is responsible for:
董事会对以下事项负责：

- (a) providing leadership and setting the strategic objectives of the Company;
领导公司并制定公司的战略目标；
- (b) appointing the Chair (and potentially any Deputy Chair);
委任(董事会)主席（及任何副主席）；
- (c) appointing and when necessary replacing the Chief Executive Officer;

委任及在必要时更换首席执行官；

- (d) approving the appointment and when necessary replacement of other senior executives of the Company;
批准委任及在必要时更换公司其他高级管理人员；
- (e) overseeing management's implementation of the Company's strategic objectives and its performance generally;
监督本公司的战略目标及其绩效的实施；
- (f) through the Chair, overseeing the role of the Company Secretary;
通过主席，监督公司秘书及其职责；
- (g) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
监督本公司的会计及公司报告系统的完整性，包括外部审计；
- (h) overseeing the Company's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
监督本公司及时披露所有按照正常合理之人标准之预期会对公司股价或价值有重大影响的信息的流程；
- (i) with the assistance of the Audit and Risk Committee, ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
在审计与风险管理委员会的协助下，确保公司具有合适的风险管理架构及设定董事会管理运作的风险偏好；
- (j) approving the Company's remuneration framework;
批准公司的薪酬架构；
- (k) reviewing the performance and effectiveness of the Company's governance practices policies and procedures;
审查本公司管治常规政策及程序的性能和有效性；
- (l) determining the Company's dividend policy, the amount and timing of all dividends and the operation of the Company's dividend re-investment plan (if any);
决定公司的股息政策，所有股息的数额和分派时间，以及公司股息再投资计划的运行（如有）；
- (m) evaluating, approving and monitoring operating budgets, major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company; and

评估，批准和监督运营成本、重大资本支出、资本管理和重大兼并、资产剥离和其他企业交易，包括公司证券的发行；以及

- (n) ensuring that the Company maintains a commitment to promoting diversity in the workplace.

确保公司保持其促进多元化工作环境的承诺。

Corporate governance

公司治理

- 2.4 At least once per year the Board will, with the assistance and advice of the Remuneration and Nomination Committee and Audit and Risk Committee, review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amend those policies and procedures as necessary.

在薪酬与提名委员会和审计与风险管理委员会的协助和建议下，董事会至少每年一次将会对公司的公司治理政策和程序进行审查，以及在有需要和适当的时候修改该等政策和程序。

- 2.5 The Board will review and approve all disclosures related to any departures from the ASX Corporate Governance Principles and Recommendations.

董事会将会审查和批准所有关于未符合澳交所《公司治理准则和建议》的披露。

Performance evaluation

业绩评估

- 2.6 At least once per year the Board will, with the advice and assistance of the Remuneration and Nomination Committee, review and evaluate the performance of the Board, each Board committee and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives.

在薪酬和提名委员会的建议和协助下，董事会将至少每年一次审查和评估董事会的业绩，以相关章程、公司治理政策和议定目标和目的为评估标准，对各董事委员会和各董事进行评估。

- 2.7 Following each review and evaluation, the Board will consider how to improve its performance.

在每次审查和评估之后，董事会将考虑如何提升其业绩。

3. Structure of the Board

董事会架构

Overview

概述

- 3.1 Subject to section 3.3 below, the Board, with the recommendation of the Remuneration and Nomination Committee, determines the size and composition of the Board subject to the

terms of the Constitution of the Company. The continued tenure of each individual director is subject to re-election from time to time, in accordance with the Constitution.

受限于第 3.3 条的规定，在薪酬与提名委员会的建议下，在公司章程的框架下，董事会决定董事会的大小和架构。根据公司章程，每位董事的连任时刻受再选举的限制。

- 3.2 It is intended that the Board should comprise a mix of executive and non-executive directors and comprise directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. In order to identify any gaps in the collective skills of the Board, the Board should, with the assistance and advice of the Remuneration and Nomination Committee, establish a skills matrix setting out the mix of skills and diversity the Board has or is looking to achieve.

董事会应当由执行董事和非执行董事构成，并由有不同背景，技术，专业知识和经验的董事构成董事会的架构。为鉴别董事会整体能力中的任何不足，董事会应在薪酬及提名委员会的协助和建议下建立一个技能表，以制定出董事会现有或需达到的技能和多元化的组合。

Board composition

董事会构成

- 3.3 The directors will determine the size of the Board, subject to the Company's Constitution, which provides that there can be no more than 10 directors. The number of directors and the composition of the Board must at all times be appropriate to the Company to achieve efficient decision making and adequately discharge its responsibilities and duties.

各董事将决定董事会的规模，受公司章程规定不超过 10 名董事。董事人数及董事会规模必须时刻以实现有效决策并充分履行其职责和义务而定。

- 3.4 It is intended that at least half of the Board will be independent non-executive directors.

董事会中至少半数董事应为独立非执行董事。

Appointment and re-election of directors

董事的委任及重选

- 3.5 The process of selection and appointment of new directors to the Board is that when a vacancy arises, the Remuneration and Nomination Committee identifies candidates with appropriate skills, experience and expertise. Candidates with the skills, experience and expertise that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with the Company's Constitution, but must stand for election by shareholders at the next annual general meeting.

每当董事会出现空缺，薪酬与提名委员会将确定拥有合适经验和专业知识的候选人以便选择及委任为新董事。拥有和董事会最适合的技能、经验和专业知识的候选人将被推荐给董事会。当董事会发现适任的候选人，该候选人可以根据公司章程的规定，由董事会聘任填补临时空缺，候选人必须在下一次年度股东大会上被正式选任。

- 3.6 Non-executive directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Directors will be expected to participate in any induction or

orientation programs on appointment, and any continuing education or training arranged for them.

非执行董事将通过委任书形式聘任，委任书内包含委任条款及条件。应聘董事将会被安排参加上岗培训或任职培训，以及任何为其安排的教育或培训课程。

- 3.7 Directors must retire from office in accordance with the Constitution. Retiring directors may be eligible for re-election. Before each annual general meeting, the Chair will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the Chair), will conduct the review of the Chair.

董事们必须遵照公司章程从董事会到期离任。到期离任董事可能有资格获得重选。在召开年度股东大会前，主席将对任何可能被重选董事的表现进行评估，而董事会则会决定是否对股东们建议该董事的重新选任（该董事不得对此决定投票）。董事会（除主席外）将主持对主席的评估。

Independence

独立性

- 3.8 All directors, whether independent or not, should bring an independent judgement to bear on all Board decisions.

所有董事，无论独立与否，均应就所有董事会决定作出独立判断。

- 3.9 Where this Charter or the charter of a Board committee requires one or more "independent" directors, the following criteria are to be considered by the Board to determine if the relevant person is independent. An "independent" director is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement. When determining the independent status of a director, the Board will consider whether the director:

当本章程或者其它董事委员会章程要求一名或多名“独立”董事的时候，董事会应当根据以下标准来判断相关人员是否符合“独立”的要求。一名“独立”董事是一名非执行董事且不是管理层成员。他们能独立进行判断并且不受任何商业和其他有可能较大的，或者可以被合理认为有可能较大的对判断造成阻碍的关系的影响。当判断一名董事是否是“独立”的时候，董事会应当考虑该董事是否：

- (a) is a substantial shareholder of the Company (that is, holds 5% or more of the issued voting shares of the Company) or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;

是公司的一名重要股东（即持有 5% 或者以上的公司发行的有表决权的股份）或者是一名公司重要股东的代理人，或者与公司重要股东有直接联系；

- (b) is employed, or has previously been employed, in an executive capacity by the Company or another Group member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;

受聘于、或者曾经受聘于本公司或其他集团成员的主管级别职位，并且在离职之后和受聘于董事会之间少于至少3年；

- (c) has within the last three years been a partner, director or senior employee of a material professional adviser or a material consultant to the Company or another Group member, or an employee materially associated with the service provided;

过去三年内曾是本公司或其他集团成员的重要专业顾问或重要顾问的合伙人、董事或资深雇员，或者是与所提供的服务有重要关联的雇员。

- (d) is a material supplier or customer of the Company or other Group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;

公司或其他集团成员的重要供应商或客户，或者与重要供应商或者客户有直接或间接关联的管理人员；

- (e) has a material contractual relationship with the Company or another Group member other than as a director of the Company;

(除公司董事外)与本公司或其他集团成员有重大合同关系；

- (f) has any close family ties with any person who falls within any of the categories described above; or

与任何上述类别中所列的有亲近家庭关系的人士；或者

- (g) has been a director of the Company for such a period that his or her independence may have been compromised.

曾经就任公司董事且因此其独立性受到影响。

- 3.10 The Board should regularly assess whether a non-executive director is 'independent' in accordance with the above criteria.

董事会应定期评估非执行董事是否达到上述‘独立’标准。

Directors' responsibilities

董事职责

- 3.11 Directors are expected to at all times act in accordance with legal and statutory requirements, and discharge all their duties as directors. Directors must:

董事需根据法律和法规要求行事并履行董事职责。董事必须：

- (a) discharge their duties in good faith and in the best interests of the Company and for a proper purpose;

以公司最大利益和适当的为目的为前提，忠实履行职责；

- (b) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a director of a major company, including applying an independent and enquiring mind to their responsibilities;

注意谨慎行事，在决策中表现出商业合理性，且其行为符合就任大型公司董事的能力和注意义务，运用自主思考能力及探究精神履行其职责；

- (c) avoid conflicts of interest except in those circumstances permitted by the Corporations Act;
除公司法允许的情况外，避免利益冲突；
- (d) not make improper use of information gained through their position as a director;
不得以董事身份所获得的信息；
- (e) not take improper advantage of their position as a director;
不得以董事身份获取不正当利益；
- (f) notify other directors of a material personal interest when a conflict arises;
在发生利益冲突时通知其他董事其中的重大个人利益；
- (g) in the case of non-executive directors, disclose to the Board all information that may be relevant for the Board to assess the director's independence;
非执行董事应向董事会披露所有可能影响董事会对该董事独立性的判断的相关信息；
- (h) make reasonable enquiries if relying on information or advice provided by others;
若需依赖他人提供的信息或建议之前，作出合理的询问；
- (i) undertake any necessary enquiries in respect of delegates;
对委托相关的事项进行任何必要的询问；
- (j) give the Company or ASX Limited all the information required by the Corporations Act; and
向本公司或澳交所提供公司法所需信息；以及
- (k) not permit the Company to engage in insolvent trading.
禁止公司从事破产交易。

4. Role and Responsibilities of the Chair and Company Secretary 董事会主席以及公司秘书的职责和责任

Chair

董事会主席

- 4.1 The Company has initially appointed an executive Chair who is not independent due to their depth of experience and knowledge of the Group and the industry in which it operates.

本公司已先行指定一位非独立的执行主席，因其对集团及所运作产业拥有深厚经验和知识。

- 4.2 It is intended that any future Chair of the Company will be an independent non-executive director and will be selected on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.

本公司任何未来主席应为非执行独立董事，并以具有有效带领公司进步的相关经验、才能、判断及领导能力作为选任要件。

- 4.3 If at any time the Company has a Chair who is not independent, the Board will consider appointing a lead independent director.

如果在任何时间内本公司主席非独立，董事会须考虑选任一名领导独立董事。

- 4.4 The Chair is responsible for:

主席对以下事项负责：

- (a) leading the Board in reviewing and discussing Board matters;
带领董事会审查和讨论董事会事项；
- (b) chairing Board meetings and shareholder meetings, including, setting the agenda for Board meetings (in consultation with the other directors and the Company Secretary) and ensuring that adequate time is available for discussion of all agenda items;
主持董事会会议和股东会议，包括(与其他董事和公司秘书协商)制定董事会会议议程，并确保有足够时间讨论所有议题；
- (c) ensuring the efficient organisation and conduct of the Board's function;
确保董事会组织和执行职能的效率；
- (d) briefing all directors in relation to issues arising at Board meetings;
向各董事简要概述董事会会议中提出的问题；
- (e) facilitating effective contribution by all directors and monitoring Board performance;
促进所有董事有效投入工作并监督董事会表现；
- (f) promoting constructive and respectful relations between Board members and between the Board and management;
促进董事会成员之间及董事会与管理层之间的互助及相互尊重的关系；
- (g) overseeing the role of the Company Secretary, including, reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board; and
监督本公司秘书的职责，包括审核公司管理事宜并向董事会汇报；及

- (h) on the advice of the Remuneration and Nomination Committee, establishing and overseeing the implementation of policies and systems for Board performance review and renewal.

根据薪酬及提名委员会的建议，建立并监督董事会考评以及选举政策及系统的实施。

Company Secretary

公司秘书

- 4.5 The Company Secretary acts as secretary of the Board, attending all meetings of the Board as required. The Company Secretary is accountable directly to the Board, through the Chair on all matters to do with the proper functioning of the Board.

公司秘书作为董事会的秘书，按要求参加董事会所有会议。公司秘书对董事会的正常运作相关的所有事宜，通过主席直接向董事会负责。

- 4.6 The Company Secretary is responsible for:

公司秘书对以下事项负责：

- (a) advising the Board and its committees on governance matters;
就管理事宜向董事会及其委员会提出建议；
- (b) monitoring that Board and committee policies and procedures are followed;
监督确保董事会及委员会政策和程序的执行；
- (c) coordinating the timely completion and despatch of Board and committee papers;
协调董事会和委员会相关文件的及时完成及送达；
- (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
确保董事会及委员会的会议记录准确反映会议内容；及
- (e) organising and facilitating the induction and professional development of directors and him or herself.

组织和协助董事及其本人的任职培训及职业发展。

5. Board committees

董事会委员会

- 5.1 Under the Company's Constitution, the Board may delegate responsibility to committees to consider certain issues in further detail and then report back to and advise the Board.

根据本公司的章程，董事会可将其责任授权相关委员会进行详细进一步审议后，再向董事会报告并提出建议。

5.2 The Board has established the following Committees:

董事会已经设立以下委员会：

(a) the Audit and Risk Committee; and

审计和风险委员会，及

(b) the Remuneration and Nomination Committee.

薪酬及提名委员会。

5.3 The Company may establish other committees from time to time to consider other matters of special importance.

本公司可不时成立其他委员会以考虑其他特别重要事项。

5.4 Although the Board may delegate powers and responsibilities to these committees, the Board retains ultimate accountability for discharging its duties.

尽管董事会可以将权力和责任授予委员会执行，但董事会仍保留最终履行其职责的责任。

5.5 Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committee. These charters will identify the areas in which the Board will be assisted by each committee.

董事会设立的常设委员会将制定通过相关章程，规定其权力、责任、成员资格及其运作。上述委员会章程将确定各委员会将协助董事会的工作范围。

5.6 Directors are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice in order to effectively carry out their proper functions. The chair of each committee will report back on committee meetings to the Board at the next full Board meeting.

董事有权参加委员会会议并接收委员会文件。委员会将保存会议记录并有权听取专业人士或其他人士的建议，以便有效地履行其职能。各委员会主席将就其委员会会议的内容在下一次董事会全体会议上向董事会报告。

6. Delegation

授权和委任

Delegation to Chief Executive Officer

首席执行官的委任

6.1 The Board has delegated to the Chief Executive Officer the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself in this Charter.

董事会已授予首席执行官管理公司日常事务，及负责除本章程保留给董事会处理的事务外的所有公司事务的权力。

- 6.2 The Board may impose further specific limits on the Chief Executive Officer delegations. These delegations of authority will be maintained by the Company Secretary and will be reviewed by the Board from time to time.

董事会可对首席执行官被授予的权力进一步具体限制。该授予的权力内容将由公司秘书记录并不时由董事会审查讨论。

- 6.3 The Chief Executive Officer has authority to sub-delegate to senior management.

首席执行官有权向高级管理层下放其权力。

Role of Chief Executive Officer

首席执行官的职责

- 6.4 The management function is conducted by, or under the supervision of, the Chief Executive Officer as directed by the Board, and by other officers to whom the management function is properly delegated by the Board or the Chief Executive Officer.

管理职能按照董事会的指示由首席执行官亲自或监督执行，或由董事会或首席执行官授权的其他管理人员执行。

- 6.5 The Board approves corporate objectives for the Chief Executive Officer to satisfy and, jointly with the Chief Executive Officer, develops the duties and responsibilities of the Chief Executive Officer, which includes those set out in any employment contract of the Chief Executive Officer.

董事会将批准首席执行官所需要完成的公司目标，并与首席执行官共同制定其义务及责任，包括首席执行官雇佣合同上的任何义务及责任。

- 6.6 The Chief Executive Officer is responsible for implementing strategic objectives, plans and budgets approved by the Board in accordance with the directions of the Board.

首席执行官负责根据董事会的指示实施董事会所批准的战略目标、计划和预算。

Relationship with management

董事会与管理层的关系

- 6.7 Directors may delegate their powers as they consider it appropriate including to management of the Group. However, ultimate responsibility for strategy and control rests with the directors.

董事可以在其认为适当的情况下转授其权力，包括转授至本集团的管理。然而，董事负有战略决策和控制的最终责任。

- 6.8 Management are ultimately accountable to the Board.

管理层最终对董事会负责。

- 6.9 Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time when they consider it appropriate.

管理层向董事会提供信息的方式、时间点和质量必须能使得董事会能有效履行其职责。董事有权在他们认为适当的任何时候要求补充信息。

7. Meetings

会议

- 7.1 All Board meetings will be conducted in accordance with the Company's Constitution and the Corporations Act.

所有董事会会议将按照公司章程和公司法进行。

- 7.2 Directors are committed to collective decision making, but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the directors. Individual directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings

董事将致力于共同制定决策，但有责任提出疑问并提出任何其关注的问题。董事必须公开并有建设性的讨论事项问题。在董事会会议上讨论事宜时，各董事必须利用其特长技能、经验及知识。

- 7.3 Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

除了按照规定需要披露的情况外，董事必须就董事会会议的讨论和决议保密。

- 7.4 A meeting of the Board will usually be convened by the Chair, although under the Company's Constitution a meeting may be called by any director.

尽管根据公司章程董事会可由任何董事召集，董事会会议通常由主席召集。

- 7.5 All directors are expected to diligently prepare for, attend and participate in all Board meetings.

所有董事都应以尽职勤勉的态度准备，出席和参与所有董事会会议。

- 7.6 At a minimum, a quorum of directors under the Company's Constitution is two directors. Meetings of the Board may be held or participated in by conference call or other electronic communications as permitted by the Company's Constitution. Resolutions of the Board may be passed by circular resolution or in writing in accordance with the Company's Constitution.

公司章程所规定的有效法定出席人数为至少两名董事。董事会会议可通过公司章程所允许的电话会议或其他电子通讯方式举行或参加。董事会决议可以根据公司章程的规定以传阅决议或者书面决议的方式通过。

- 7.7 The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.

董事会应评估其收到的资料及将其分发的时间，以确保董事会有充分的时间审查供其审批的材料。

- 7.8 Non-executive directors will periodically meet without executive directors or management present.

非执行董事将定期单独在执行董事或管理层未参加的情况下会面。

- 7.9 The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.

董事会可以在有必要或有需要的情况下要求或邀请管理层或外部顾问列席董事会会议。

8. Remuneration

薪酬

- 8.1 The level of non-executive director remuneration will be set by the Remuneration and Nomination Committee.

非执行董事的薪酬水平由薪酬与提名委员会确定。

- 8.2 The level and nature of remuneration for executive directors and other senior executives of the Company will be set by the Board after receiving and considering the recommendation of the Remuneration and Nomination Committee.

执行董事以及其他公司高管的薪酬水平由董事会在听取和考虑薪酬与提名委员会的建议之后决定。

9. Continuous disclosure

持续披露

- 9.1 The Board has adopted a policy relating to the continuous disclosure obligations of the Company under the ASX Listing Rules and Corporations Act. The Company Secretary will oversee the implementation of that policy and will report to the Board on compliance with that policy at each regular meeting of the Board.

就澳交所上市规则以及公司法项下的持续披露义务，董事会已经制订通过相关政策。公司秘书将负责监督这项政策的实施并且在每次常规会议中向董事会汇报公司对于该政策的遵守情况。

10. Confidential information and external communication

信息保密和外部交流

- 10.1 The Board has established the following principles to apply in respect of information of the Group:

董事会已经确立以下应用于公司信息的准则：

- (a) all directors are required to keep confidential all information provided to them in their capacity as a director and must not disclose or improperly use such information;

所有董事必须对其由董事身份而取得的所有信息进行保密，且不得披露或不恰当地使用该等信息；

- (b) generally, the Chair will speak for the Group, unless the Board has agreed other spokespersons in accordance with the Company's Continuous Disclosure Policy. Individual Board members are expected not to communicate on behalf of the Board or the Group without prior consultation with the Chair; and

在通常情况下，董事会主席为集团对外代言，除非董事会根据公司持续披露政策委任其他代言人。在未与董事会主席事先协商的情况下，董事会成员不应代表董事会或者集团进行对外沟通交流；及

- (c) all disclosures of materially price-sensitive information to any person must be approved and made in accordance with the Company's Continuous Disclosure Policy, the ASX Listing Rules and Corporations Act.

所有向任何人士对重要价格敏感信息的披露，必须按照公司持续披露政策、澳交所上市规则和公司法的规定获得批准并且按照上述规定进行披露。

11. Conflicts of interest

利益冲突

- 11.1 The directors of the Company are required to act in a manner which is consistent with the best interests of the Company as a whole, free of any actual or possible conflicts of interest.

本公司的董事必须以有利于公司整体最大利益，避免任何实际的或潜在的利益冲突的方式行事。

- 11.2 If a director considers that they might be in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other company and the interests of the Company or their duties to the Company or the Group, the Board requires that the director:

如果一名董事认为就其个人或者商业利益、任何其关联方利益或其对任何其他公司的职责，与公司利益或其对公司或集团的责任之间存在合理可能的冲突，董事会要求该董事：

- (a) fully and frankly informs the Board about the circumstances giving rise to the conflict; and

完整并诚实地通知董事会任何会产生利益冲突的情况；并且

- (b) unless the Board otherwise determines, abstains from voting on any motion relating to the matter and absents themselves from all Board deliberations relating to the matter, including receipt of board papers bearing on the matter.

除董事会另行决定外，放弃对该事项有关的任何决议的投票权，且回避董事会就该事务做出决议的商讨且不应获得任何有关该事项的文件。

- 11.3 If a director believes that they may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the Chair (or, in the case of the Chair, the Chair should immediately consult with the other non-executive directors).

如果董事认为其在某一事项上可能与公司利益或者其对公司的职责产生冲突的，该董事必须立刻与董事会主席协商（或者，如果该董事为董事会主席的，则董事会主席应当立刻与其他非执行董事协商）。

12. Related party transactions

关联方交易

- 12.1 The Board has delegated to the Audit and Risk Committee responsibility for reviewing and monitoring related party transactions and investments involving the directors and the Group.

董事会已经授权审计和风险委员会负责审查和监督关联方交易和涉及董事及集团的投资。

13. Independent advice

独立专家建议

- 13.1 A director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of their responsibilities, in accordance with the procedures and subject to the conditions set out below:

为履行其职责，公司的董事有权根据以下程序和条件获得独立专家建议（包括但不限于，法律，会计和金融财务建议），费用由公司承担：

- (a) a director must seek the prior approval of the Chair (or if the Chair is the relevant director, with the approval of the Board);

董事必须获得董事会主席的事先批准（如该董事为主席，则应获得董事会的批准）；

- (b) in seeking the prior approval of the Chair or the Board (as applicable), the director must provide the Chair or the Board (as applicable) with details of:

在申请董事会主席或董事会的事先批准时，该董事必须向董事会主席或董事会（视情况而定）提供以下具体信息：

- (i) the nature of the independent professional advice;

独立专家建议的性质；

- (ii) the likely cost of seeking the independent professional advice; and

为获取该独立专家建议的预算；以及

(iii) details of the independent adviser they proposes to instruct;

其欲咨询的独立专家的具体信息；

(c) the Chair or the Board (as applicable) may set a reasonable limit on the amount that the Company will contribute towards the cost of obtaining such advice;

董事会主席或董事会(视情况而定)可以设定取得该建议公司所承担部分的预算限制；

(d) all documentation containing or seeking independent professional advice must clearly state that the advice is sought both in relation to the Company and the director in their personal capacity. However, the right to advice does not extend to advice concerning matters of a personal or private nature, including for example, matters relating to the director's contract of employment with the Company (in the case of an executive director) or any dispute between the director and the Company; and

所有包含或者寻求独立专家建议的文件必须清晰的声明该建议是有关公司及其董事做出。但是，该获取建议的权利并不包括寻求私人或者个人性质上的事务的建议，包括例如该董事与公司的雇佣合同（如果该董事为执行董事）或者任何该董事与公司之间的争端的建议；并且

(e) unless the Chair or the Board (as applicable) otherwise determines, any advice received by an individual director will be circulated to the remainder of the Board.

除董事会主席或董事会(视情况而定)另行决定外，一名董事获得的任何建议将向其他董事会成员传阅。

13.2 All directors are entitled to the benefit of the Company's standard Deed of Access, Indemnity and Insurance which provides ongoing access to Board papers and, at the Company's expense, Directors and Officers insurance for seven years after the director leaves the Board.

所有董事都有权获得本公司的标准《获取资料、赔偿和保险契约》项下利益，包括随时获取董事会文件，并有权在离开董事会后七年内由公司承担费用获得董事及雇员保险。

14. Access to management

接触管理层

14.1 The directors have complete and open access to management following consultation with the Chair and Chief Executive Officer.

董事在咨询董事会及首席执行官后，可以完全地、公开地接触管理层。

15. Board Charter

董事会章程

- 15.1 The Board is responsible for reviewing the effectiveness of this Charter to determine its appropriateness to the needs of the Company from time to time and approving any amendments to this Charter.

董事会负责审查本董事会章程的有效性以便决定其是否适合公司的不时需求，并负责批准任何此章程的修订。