JIAXIN
INTERNATIONAL RESOURCE

Jiaxin International Resources Investment Limited
佳鑫國際資源投資有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 3858)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE – TERMS OF REFERENCE

1 ESTABLISHMENT

The board of directors (the "**Board**") of the Company hereby constitutes and establishes the Environmental, Social and Governance ("**ESG**") Committee (the "**Committee**"). The authority, responsibilities and specific duties of the Committee are set forth below.

2 MEMBER

2.1 The Committee shall consist of at least three members ("**Members**"), including at least one independent non-executive director of the Company. The Members, including the chairman of the Committee ("**Chairman**"), shall be appointed by the Board.

2.2 Meetings of the Committee must be chaired by the Chairman or, in his/her absence, by a person elected by the other Members present at the meeting.

2.3 The term of each Member shall be the same as his/her term as the director of the Company.

2.4 The Committee may establish a ESG working group (the "**Working Group**") as an executive agent of the Committee. The Committee shall delegate specific tasks to the Working Group, including but not limited to preparing annual ESG reports, monitoring ESG performance, identifying ESG risks and comprehensively implementing the ESG activities of the Group. The Working Group shall comprise members from relevant departments of the corporate headquarters and should be coordinated by a responsible person.

3 SECRETARY

The secretary of the Committee shall be the Company secretary or a person designated by the Committee.

4 MEETINGS

4.1 Due notice should be given at least three days prior to any meeting, unless such notification is waived by all members of the Committee.

4.2 The quorum required for Committee meetings shall be two Members.

4.3 Meeting can be attended in person or via electronic means including telephone or video conferencing. The members of the Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

4.4 Resolutions of the Committee should be passed by more than half of its members.

5 NUMBER OF MEETINGS

5.1 The Committee may hold meetings as needed, but must hold at least two meetings per year.

6 AUTHORITY

6.1 The Committee may exercise the following powers:

6.1.1 to seek any information it requires from any employee of the Company and its subsidiaries (together, the "**Group**") and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

6.1.2 to collect information from external parties of the Group that is necessary for preparing ESG reports or for the meetings of the Committee;

6.1.3 if necessary, to engage intermediaries and agents, at the Company's expense, to provide independent professional advice to assist any matters within these terms of reference;

6.1.4 to review annually the effectiveness of these terms of reference and to make recommendations to the Board on any changes the Committee considers necessary; and

6.1.5 to exercise such powers as the Committee deems necessary and expedient to properly carry out its duties.

6.2 The Committee should receive sufficient resources to carry out its duties.

7 DUTIES

7.1 The duties of the Committee shall include:

7.1.1 to co-ordinate and manage the ESG matters of the Group and report to the Board on any significant issues;

7.1.2 to provide guidance on and formulate the Company's ESG vision, goals, strategies and structure, and review and monitor the Company's ESG strategies, policies and practices in order to ensure that they align with the Company's needs and comply with the applicable laws, regulations and regulatory requirements and meet the international standards;

7.1.3 to identify and determine the priorities of the key topics on the Company's ESG risks, and make recommendations to the Board;

7.1.4 to establish risk management and internal control systems, such as ESG policies and programs, to manage and mitigate ESG risks;

7.1.5 to formulate the Company's ESG management performance targets and review the progress of implementation goals, and provide suggestions for improving performance;

7.1.6 to review and approve annual ESG reports;

7.1.7 to perform other ESG-related tasks at the request of the Board, including but not limited to providing recommendations on integrating ESG considerations into the review and monitoring of the Company's strategies, key action plans, annual budget and performance targets;

7.1.8 to coordinate any other ESG related work (including climate change-related matters) as may be assigned by the Board.

8 MEETING ATTENDANCE

8.1 If necessary or appropriate, Chairman may require the Company's management team to attend the Committee meetings.

8.2 The Committee may, from time to time, invite advisors (including but not limited to external advisors) to attend meetings to provide advice to the Members.

8.3 Members can attend a meeting in person or by electronic means, including telephone or video conferencing. Members can participate in the meeting through a conference phone or similar communication device (all participants in the meeting can hear each other through the device).

9 MINUTES AND RECORDS

9.1 Minutes of Committee meetings should be transmitted to all Members within 14 days of the meeting.

9.2 The secretary of the Committee shall circulate the minutes of the Committee to all members of the Board.

10 REPORTING

The Committee shall report to the Board on a regular basis. At the meeting of the Board following a meeting of the Committee, Chairman shall report the findings and recommendations of the Committee to the Board.

11 AGM

Chairman or, in his/her absence, another Member shall attend the annual general meetings of the Company and shall be available to answer questions on the Committee's activities and responsibilities.

12 GENERAL MATTERS

The Committee shall disclose its terms of reference and explain its role and the powers delegated to it by the Board on the website of the Stock Exchange of Hong Kong Limited and the website of the Company.