



## LEE & MAN CHEMICAL COMPANY LIMITED

理文化工有限公司

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

Website: <http://www.leeman.com.hk>

(Stock Code : 746)

### TERMS OF REFERENCE FOR CORPORATE GOVERNANCE

#### 1. GENERAL

- 1.1. The purpose of this charter is to establish the duties and responsibilities of the Board in performing its corporate governance functions.
- 1.2. The Chairman of the Company should take primary responsibility for ensuring that good corporate governance practices and procedures are established.
- 1.3. The Board shall review this charter on a regular basis to ensure its effectiveness.

#### 2. RESPONSIBILITIES AND DUTIES

- 2.1. The corporate governance functions of the Board include the following:
  - a. to develop and review the Company's policies and practices on corporate governance;
  - 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.

*Note: In case of inconsistency between the English and Chinese version, the English version shall prevail.*