

ENERGY METALS LIMITED

A.B.N. 63 111 306 533

2020 CORPORATE GOVERNANCE STATEMENT

Corporate Governance Statement

It is the responsibility of the Board of Directors of Energy Metals Limited to monitor the business affairs of the Company and to protect the rights and interests of the shareholders. The Board believes that high standards of corporate governance are an essential prerequisite for creating sustainable value for shareholders. This statement outlines the Company's key corporate governance policies and practices in place throughout the financial year ended 31 December 2020. The policies and practices have aimed to ensure the implementation of a strategic business plan and an integrated framework of accountability over the Company's resources, functions and assets.

The Company's most significant governance policies are available on the Company's website www.energymetals.net

This Corporate Governance Statement, dated 31 December 2020 and approved by the Board on 26 April 2021.

Corporate Governance Principles and Recommendations 4th Edition issued by ASX Corporate Governance Council

Principal 1: Lay solid foundations for management and oversight

ASX Corporate Governance Council's Recommendation (4th Edition) 1.1:

A listed entity should have and disclose a board charter setting out:

- (a) The respective roles and responsibilities of its board and management; and*
- (b) Those matters expressly reserved to the board and those delegated to management.*

The Company did not have and disclose a formal Board Charter in full for the whole of the period. A formal Board Charter was approved subsequent to the year-end and is disclosed a copy at <https://energymetals.net/corporate-corporate-governance/>. Under the Board Charter, the Board is responsible for the direction and strategy of the Company. It makes decisions on overall control process and corporate governance to protect and promote shareholders' interest. The responsibilities of the Board mainly include:

- Providing strategic direction and establishing goals for management;
- Monitoring the progress and achievement of these goals;
- Identifying business risks and ensuring appropriate risk management in place;
- Approving the appointment of directors and senior executives and their remuneration packages;
- Overseeing management's implementation of the Company's strategic objectives and their performance;
- Approving operating budgets and significant capital expenditure and investments;
- Approving annual and half yearly financial reports.

During the year, the Board's governance priorities and areas of focus included:

- Oversight and monitoring of employee safety during the COVID-19 pandemic;
- Review and approve exploration budgets and major work programs in response to the COVID-19 pandemic;
- Oversight and monitoring of cost reduction programs.

The management is responsible for the day-to-day operations and administration of the Company. The management is also responsible to implement and execute the policies and strategy set by the Board.

The Managing Director (CEO) directly reports to the Chairman on all significant business matters. His responsibilities include (but not limited to):

- Executing the Board-approved strategy and budgets;
- Instilling the Code of Conduct;
- Presenting material business information to the Board to enable it to fulfill its responsibilities.

ASX Corporate Governance Council's Recommendation (4th Edition) 1.2:

A listed entity should disclose:

- (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and*
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

The Board is comprised of six non-executive directors and one executive director. Under the acquisition agreement with China General Nuclear Power Group ("CGNPC") in 2009 and the placement agreement with Kang De Investment Group ("Kang De") in 2010, CGNPC and Kang De can nominate four positions and one position on the Board respectively. Kang De has transferred all its equity interest to Ningbo Weisheng Dingxuan Equity Inv Cap Partnership, who thus can nominate a position on EME's board. While five directors are nominated by two largest shareholders, the Board brings an independent judgement on business matters and act in the best interests of shareholders as a whole rather than in the interest of an individual shareholder or other party.

When a candidate is standing for election as a director or a senior executive, detailed biographical details, including their relevant qualifications and experience and the skills, are circulated to the Board for consideration. The Board will conduct appropriate checks into the candidate's background and experience. Confirmation of any other material directorships currently held by the candidate and his/her own interest in the Company's securities is required from the candidate. The newly appointed director holds office only until the next following annual general meeting and is then eligible for election by shareholders.

Under the Constitution of the Company, one third of the Directors, other than the Managing Director, are required to retire from office at each Annual General Meeting to ensure that no Director other than alternate Directors and the Managing Director holds office for more than 3 years.

All material biographical information of the candidate as well as the Board's statement as to whether it supports the election or re-election of the candidate are disclosed in the Notice of the Meeting.

Ms Jan Macpherson and Mr Zhe Gao will retire by rotation in 2021 and stand for re-election at the 2021 AGM. Mr Jun Zhou, who was appointed a director on 26 March 2021, will stand for election. Details of their respective skills and experience are outlined in the Notice of Annual General Meeting 2021. The Board considers that their experience and skills complements and strengthens the Board's existing skills and experience. The re-election of Ms Jan Macpherson and Mr Zhe Gao and election of Mr Jun Zhou are unanimously supported by all other directors.

ASX Corporate Governance Council's Recommendation (4th Edition) 1.3:

A listed entity should have a written agreement with each director and senior executive setting out the terms of the appointment.

On appointment to the Board, all non-executive directors enter into a service agreement with the Company in the form of a letter of appointment. The appointment letters are between the Company and the directors personally. The letter summarises the Board policies and terms of appointment, including compensation relevant to the office of director, the requirement to disclose the director's interests and any matters which could affect the director's independence. Remuneration and other terms of employment for the Executive Director and other Senior Executives are formalised in service agreements or employment agreements. Material terms of contracts of directors and senior executives are disclosed in the Remuneration Report every year.

ASX Corporate Governance Council's Recommendation (4th Edition) 1.4:

The company secretary of a listed entity should be accountable directly to the board, through the chair; on all matters to do with the proper functioning of the board.

The Company Secretary is accountable directly to the Board, through the chair on all matters related to the proper functioning of the Board. The Company Secretary communicates with all directors on a regular basis and has the direct access to the chair for all matters related to the proper functioning of the board.

ASX Corporate Governance Council's Recommendation (4th Edition) 1.5:

A listed entity should:

- (a) have and disclose a diversity policy;*
- (b) through its board or a committee of the board, set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and*
- (c) disclose in relation to each reporting period:*
 - (1) the measurable objectives set for that period to achieve gender diversity;*
 - (2) the entity's progress towards achieving those objectives; and*
 - (3) either:*
 - (i) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or*
 - (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined and published under the Act.*

The Company has not complied with the above Recommendation as it does not have a formal diversity policy, nor does it establish measurable objectives for achieving gender diversity and annually reviewing those objectives.

However, the Company acknowledges the importance of diversity and recognizes the benefit brought to the business. During its business practice, the Company encourages and promotes a fair and open environment to all staff regardless of gender, age, ethnicity, marital, religion and so on. Discrimination and harassment are not acceptable in the workplace.

With the current size of the Company (less than 5 full time employees) and its level of activity, the Board does not consider it appropriate to formalize a diversity policy or establish measurable objectives for gender diversity. Every candidate suitably qualified for a position has an equal opportunity of appointment regardless of gender, age, ethnicity or cultural background.

The proportion of women within the whole organization, in senior executive positions and women on the Board as at the date of this report are:

	Number	Percentage
Number of women employees in the whole organization	2	50%
Number of women in senior executive positions	1	50%
Number of women on the Board	1	14%

ASX Corporate Governance Council's Recommendation (4th Edition) 1.6:

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (b) disclose, for each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.*

The Company has a formal process to evaluate the performance of the Executive Director but not the Board or other non-executive directors. The non-executive Chairman who generally review the performance of the Executive Director by considering actual financial and operational results with the approved targets. With the current size of the Company and its level of activity, the Board does not consider it appropriate to have formal process to evaluate individual directors. During the year a performance evaluation was undertaken on the executive director, with no performance evaluations undertaken on the Non-executive directors.

ASX Corporate Governance Council's Recommendation (4th Edition) 1.7:

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and*
- (b) disclose for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.*

The Company has a formal process to evaluate the performance of its senior executives. The Chairman of the Board reviews the performance of the CEO and the Company Secretary according to their job responsibilities. The Managing Director evaluate the performance of other senior executives. Evaluation meetings are held at the year-end where both parties will discuss performance during the year against the pre-set targets. The performance evaluation was undertaken during the year.

Principal 2: Structure the board to be effective and add value

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 2.1:

The board of a listed entity should:

- (a) have a nomination committee;*
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills,*

The Company does not have a nomination committee. When a new director appointment is to be made the remaining board members seek a candidate with relevant industry experience and who is willing to serve on the Board. The Board will assess the candidate's knowledge and experience before approving the appointment. The newly appointed director stands for election by shareholders at the next annual general meeting. At every Annual General Meeting one third of the Directors (except the alternate directors and Managing Director) must retire and sit for re-election.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 2.2:

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or its looking to achieve in its membership.

Skills and experience of each director are disclosed in the Directors' Report in the Company's annual report. The Directors of the Company in office at the date of this statement are:

<u>Name</u>	<u>Age</u>	<u>Position and Period of Office Held</u>	<u>Special Expertise</u>
Fei He	44	Non-executive Chairman for 1 year	Corporate Management
Shuqing Xiao	40	Managing Director for 3 years	Geologist, Resource Industry
Lindsay Dudfield	64	Non-executive Director for 10 years; Managing Director for 6 years	Geologist, Resource Industry
Zhe Gao	47	Non-executive Director for 2 years	Finance and Corporate Management
Jan Macpherson	66	Non-executive Director for 4 years	Legal & Corporate Management
Zhe Xu	44	Non-executive Director for 1 year	Engineering & Uranium research
Jun Zhou	49	Non-executive Director appointed on 26 March 2021	Financial Management

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 2.3:

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;*
- (b) if a director has an interest, position, association or relationship but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and*
- (c) the length of service of each director.*

Ms Jan Macpherson is considered as an independent director as she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgment.

The length of service of each director is disclosed as above.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 2.4:

A majority of the board of a listed entity should be independent directors.

As disclosed above, five directors of the Board are nominated by the Company's two significant shareholders. The nominated directors are not regarded as independent directors due to their relationships with the relevant shareholders. However, all directors bring their independent judgment to make board decisions and act in the best interests of the Company as a whole.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 2.5:

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Board comprises of a non-executive Chairman, five non-executive directors and one executive director. As explained above, the Non-executive Chairman, who is an affiliate of CGNPC, is not an independent director.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 2.6:

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

The Company has a program for inducting new directors. The Chairman or the Company Secretary will provide information covering all aspects of the Company's activities and operations to a new director. The new director may access the Company's records and directly communicate with the management.

All directors are encouraged to have continual professional development. Directors are provided with access to resources and training regarding their roles and skills gaps that are identified.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 3.1:

A listed entity should articulate and disclose its values.

The Company's value is to create wealth for shareholders by exploring for and developing uranium deposits in a responsible manner. The Company has a code of conduct for all its employees. The code is disclosed at the Company's website www.energymetals.net

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 3.2:

A listed entity should:

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and*
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.*

The Company has a code of conduct for all its employees, which states the Company's expectation that all directors, senior executives and employees will adhere to. The code is disclosed at the Company's website www.energymetals.net.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 3.3:

A listed entity should:

- (a) have and disclose a whistleblower policy; and*
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*

The Company does not have a formal whistleblower policy. The Company currently has four employee who all have contact details of the Board and the Company Secretary. If any employee has concerns, they can directly report to the Company Secretary or the independent director.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 3.4:

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and*
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.*

The Company does not have an anti-bribery and corruption policy. The main business activities of the Company are technical studies and exploration programs to maintain tenements in good standing. All business is conducted in Australia. The Company considers the risk of giving bribes and corruption is low.

Principle 4: Safeguard the integrity of corporate reports

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 4.1:

The board of a listed entity should:

- (a) have an audit committee;*
- (b) if it does not have an audit committee, disclose that fact and the processes it employs to that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner,*

The Company does not have a separately established audit committee. The Board considers that due to the Company's size, an audit committee's functions and responsibilities can be adequately and efficiently discharged by the Board as a whole, operating in accordance with the Company's mechanisms designed to ensure independent judgment in decision making. The Board has two Non-executive directors who have abundant accounting knowledge and experience in finance. The Board receives the external auditors' management report after annual audit each year. The Board meets with the auditor at least once a year and raise questions if they have any. The appointment and the removal of the external auditor are required to receive shareholders' approval.

The Company's auditor has a proper policy regarding the rotation of the audit engagement partner and signs an independent declaration to the Company every year.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 4.2:

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board receives from the Chief Executive Officer (Managing Director) and the Company Secretary (acting as the CFO) declarations in relation to annual and half yearly financial reports before they approve the financial statements.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 4.3:

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company releases quarterly reports and other market announcements that are not audited or reviewed by an external auditor from time to time. The reports are prepared by the Company Secretary and the Exploration Manager both of which have rich knowledge and experience in finance or exploration. The periodical reports are verified with external information such as bank statements or data from external consultants. The Managing Director will have a final review on the periodic corporate reports.

Principle 5: Make timely and balanced disclosure

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 5.1:

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company has written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities. A summary of these policies and procedures is available at <https://energymetals.net/corporate-corporate-governance/>. To ensure it meets its continuous disclosure obligations, the Board has nominated the Managing Director and the Company Secretary as responsible for all disclosure matters. Their role is to collate and, where appropriate, disclose share price sensitive information.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 5.2:

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

All market announcements are circulated to the Board once they have been made.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 5.3:

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

Apart from the presentation at the AGM, the Company did not give any new and substantive investor or analyst presentation during the year. The AGM presentation was released ahead of the presentation.

Principle 6: Respect the rights of security holders

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 6.1:

A listed entity should provide information about itself and its governance to investors via its website.

The Company provides business information, including directors, strategies, projects, and corporate governance policies on its website www.energymetals.net. All ASX announcements and reports are uploaded to the website for shareholders' information.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 6.2:

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company encourages communication with shareholders. A business report is presented to shareholders at the annual general meeting and shareholders can ask questions directly of the Board. On each ASX announcement, the Company provides contact details, including phone number and email address to facilitate shareholder communication.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 6.3:

A listed entity should disclose how it facilitate and encourage participation at meetings of security holders.

The Company encourages its shareholders to attend shareholder meetings and sets the time and place of each meeting to promote maximum attendance by shareholders. The Company welcomes its shareholders to ask questions at the AGM or contact the Company.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 6.4:

A listed entity should ensure that all substantive resolutions at a meeting of security of security holders are decided by a poll rather than by a show of hands.

All resolutions at the 2020 AGM were decided based on proxy votes as no shareholders were physically invited to the AGM due to social restrictions arisen from the COVID-19. All resolutions at the 2021 AGM will be decided by a poll.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 6.5:

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company encourages electronic communication with its shareholders. Shareholders are welcome to send their queries via the publicised email address enquiry@energymetals.net and can access the Company's website www.energymetals.net for ASX announcements and reports.

The Company request shareholders to provide their email address to receive communications electronically.

Principle 7: Recognise and manage risk

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 7.1:

The board of a listed entity should:

- (a) have a committee or committees to oversee risk;*
- (b) if it does not have a risk committee or committees that satisfy the relevant criteria, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*

The Company does not have a separate committee to oversee risk as the Board has decided that it is able to oversee the Company's risk management framework efficiently and effectively without establishing a risk committee. The Board approves control policies and procedures for the Company's business and delegates the Managing Director and the senior executives to ensure they are implemented effectively. The Board reviews and approves business budget and significant work programs every year to control business and financial risks. When necessary, the Company will engage external consultants to identify risks and provide professional advice. Proper insurance policies are in place to mitigate risks associated with the business. The Board will meet the Company's external auditor to understand any significant control weakness or findings related to fraud risk.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 7.2:

The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and*
- (b) disclose, in relation to each reporting period, whether such a review has taken place.*

The Board reviews the Company's risk management at least once a year. The overall risk management framework and assessment are disclosed in the Company's annual report which requires the Board's approval. The Managing Director and the senior executives prepares business budget and report to the Board on work plan every year. Significant business decisions are required by the Board's approval. The Board had such a review during the year and confirmed the risk management framework continued to be sound.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 7.3:

A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or*
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.*

The Company does not have an internal audit function considering it only has a small number of employee and limited exploration activities. The Board discusses business risks at the directors' meetings and approves internal control policies on various business aspects, including purchase, authority, travelling, safety and so on. The Managing Director and the senior executives ensure the daily operation complies with the approved control policies. Every employee has access to all internal policies and can clarify concerns with the Managing Director or other senior executives. An assessment report on the Company's control process and improvement was prepared and reviewed by the Chair during the year. The Board receives a report from the external auditor regarding internal control and fraud every year.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 7.4:

A listed entity should disclose whether it has any material exposure to economic, environmental or social sustainability risks and, if it does, how it manages or intends to manage those risks.

The Company is subject to significant environmental regulation in respect of its exploration activities. Tenements in the Northern Territory and Western Australia are granted subject to adherence to environmental conditions with strict controls on clearing, including a prohibition on the use of mechanized equipment or development without the approval of the relevant government agencies and with rehabilitation required on completion of exploration activities.

The Company conducts its exploration activities in an environmentally sensitive manner and the Company is not aware of any breach of statutory environmental conditions or obligations. The Directors have considered compliance with the *National Greenhouse and Energy Reporting Act 2007* which requires entities to report annual greenhouse gas emissions and energy use. For the measurement year 1 January 2020 to 31 December 2020 the Directors have assessed that there is no current reporting required, but there may be a requirement in the future.

The Company may have significant exposure to commodity market risk. The Company does not have significant cashflow risk and social sustainability risks. The Company's overall risk management program and risk assessment are disclosed in the annual report.

Principle 8: Remunerate fairly and responsibly

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 8.1:

The board of a listed entity should:

- (a) have a remuneration committee;*
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*

The Company has one Executive Director and five employees. Due to the small size and simple structure, the Company has decided not to have a remuneration committee. The Board as a whole reviews and approves the salary package of the Managing Director and the Company Secretary by considering the knowledge and experience of the executives, the company's business scale and the market rates. For the Non-executive directors, they are paid at a fixed amount and the total fee of Non-executive directors is required to be approved by shareholders.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 8.2:

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company's non-executive directors receive a fixed fee for their services and do not receive performance-based remuneration. Fees for non-executive directors are not linked to the performance of the Company. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting and is currently set at \$200,000 per annum. No retirement benefits are provided to Non-executive directors.

The Managing Director and other senior executive officers receive either salaries or consulting fees, and from time to time, performance-based cash bonus. Performance targets are set each year which align to the business objectives of the year. The Board reviews executive packages regularly by reference to the executives' performance and comparable information from industry sectors and other listed companies in similar industries. No termination payments are provided to senior executives.

There is no equity-based remuneration currently for executives and non-executive directors. Any equity-based remuneration for executive directors needs to receive shareholders' approval.

The remuneration policies for key management personnel and the payment details during the year were disclosed in the Remuneration Report section in the Full Year Statutory Financial Accounts 2020 on 19 February 2021.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 8.3:

A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- (b) disclose that policy or a summary of it.*

The Company currently does not have an equity-based remuneration scheme and this recommendation is therefore not applicable.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 9.1:

A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.

The Board includes directors from Australia and China who speak different languages. The Managing Director and the Company Secretary are bilingual who act as interpreters at Board Meeting or AGM. All key corporate documents, including Board Papers, budgets, financial statements are prepared and discussed in both English and Chinese. Directors may engage independent translation services when necessary.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 9.2:

A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

The Company is established in Australia and this recommendation is therefore not applicable. It holds its General Meeting every year.

ASX Corporate Governance Council's Recommendation (4th Edition) Recommendation 9.3:

A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditors attends its AGM and is available to answer questions from security holders relevant to the audit.

The Company is established in Australia and this recommendation is therefore not applicable. The Company's external auditors attend to its AGM every year to answer questions from shareholders.