



Vedan International (Holdings) Limited

味丹國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2317)

(the "Company")

Corporate Governance Functions – Terms of Reference

1. Adoption

The board of directors (the "**Directors**") of Vedan International (Holdings) Limited (the "**Company**") (the "**Board**") has resolved and adopted the following terms as the terms of reference for the corporate governance functions of the Board on March 31 2012.

2. Frequency of Meetings

- 2.1 Meetings of the Board considering corporate governance matters shall be held not less than twice a year at appropriate times in the reporting and audit cycle and otherwise as required.
- 2.2 A meeting considering corporate governance matters can be convened upon request by any Director.

3. Functions

- 3.1 The corporate governance functions of the Board shall include, without limitation, 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 the Directors and the 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 applicable to the Directors and the employees of the Company and its subsidiaries;
 - (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report as required under the Listing Rules;
 - (f) to direct and supervise the investigation into any matter brought to the Committee's attention within the scope of its duties;

- (g) to review annually and recommend to the Board changes as necessary to the terms of reference of the Board and its committees; and
- (h) to make any other recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

4. Terms available

The Board shall make available these terms of reference on request and by inclusion on The Stock Exchange of Hong Kong Limited's website and the Company's website.

30 March 2012

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.