

BEYOND INTERNATIONAL LIMITED

BOARD CHARTER

I. INTRODUCTION

- 1.1** This charter sets out the role, responsibilities and powers of the board of directors ("**Board**") of Beyond International Limited ("**Company**").
- 1.2** In carrying out the responsibilities and powers set out in this Charter, the Board will at all times recognise its overriding responsibility to act honestly, diligently and in accordance with the law in the best interests of the Company's shareholders and having regard to the interests of its other stakeholders, including its customers and employees.

2. PURPOSE AND ROLE

- 2.1** The Board is responsible for:
- (a)** Input into and final approval of management's corporate strategy and performance objectives;
 - (b)** Appointing and removing the Managing Director;
 - (c)** Monitoring the performance of the Company's management;
 - (d)** Succession planning for key roles within the Company, particularly the Managing Director, the Chairman and the Board;
 - (e)** Establishing, reviewing and monitoring the Company's corporate governance processes;
 - (f)** Reviewing and ratifying systems of risk management and internal compliance and control;
 - (g)** Approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures; and
 - (h)** Overseeing the Company's processes for disclosure and communications.
- 2.2** In performing the responsibilities set out above the Board should act at all times:
- (a)** In a manner designed to create and build sustainable value for shareholders;
 - (b)** In accordance with the duties and obligations imposed on them by the law and the Company's constitution; and
 - (c)** Having regard to community expectations associated with good corporate governance practices.

3. POWERS

- 3.1** In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- (a)** Appointment of the Managing Director and determination of his or her terms of engagement and remuneration;
- (b)** Approval of transactions, expenditure or other matters in excess of discretions delegated to management from time to time;
- (c)** Approval of the following:
 - (i) The Company's strategic business plan and budget;
 - (ii) Significant changes in organisational structure;
 - (iii) The acquisition, establishment, disposal or cessation of any significant business;
 - (iv) The issue of any securities or equity instruments;
 - (v) Major financing facilities and the granting of security over group assets;
 - (vi) Any public statements which reflect significant issues of Company policy or strategy;
 - (vii) Any changes to discretions delegated from the board; and
 - (viii) The Company's key corporate governance policies;
- (d)** Reviewing and ratifying systems of risk management and internal compliance and control;
- (e)** Monitoring and assessing management's performance in achieving any strategies and budgets approved by the Board; and
- (f)** Approving and monitoring financial and other reporting.

4. BOARD MEMBERSHIP

4.1 The Board shall comprise a majority of independent directors. A director shall be regarded as independent if that director is a non executive director and is independent of the executive management of the Company and of any business or other relationships which could otherwise detract from the directors ability to act impartially in the Company's best interests.

4.2 The Board shall appoint a chairperson who is not also an executive of the Company.

5. BOARD COMMITTEES

5.1 The Board may from time to time establishing Committees to assist it in carrying out its responsibilities and shall adopt Charters setting out matters relevant to their composition, duties, responsibilities and other relevant matters.

5.2 At a minimum, the Board shall establish the following committees:

- (a)** An Audit Committee; and
- (b)** A Remuneration Committee.

6. REVIEW

6.1 The Board shall review its performance and Charter annually to ensure that it is operating effectively.