

Schedule "A"

Terms of Reference Chairman of the Board of Directors

1. Role of the Chairman

The Chairman of the Board of Directors ("the Board") of Lydian International Limited, (the "Company") takes all reasonable measures to ensure the Board fulfills its oversight responsibilities in the best interests of the Company. The Chairman is responsible for the management and the effective performance of the Board, and for providing leadership and direction to the Board.

The Chairman is expected to be independent on appointment and is expected to remain independent throughout his/her tenure.

2. Duties and Responsibilities

In addition to the responsibilities applicable to all directors of the Company, the responsibilities of the Chairman of the Board include the following:

- (a) scheduling and presiding at all meetings of the Company's shareholders and of the Board;
- (b) ensuring that the Board is an effective and balanced team, to initiate change and plan non-executive director succession, with recommendation from the Nomination and Governance Committee;
- (c) assisting the Board, Board Committees and the individual directors in effectively understanding and discharging their respective duties and responsibilities;
- (d) ensuring an appropriate Director induction program is in place and taking lead in identifying and meeting the development needs of the Board as a whole
- (e) ensuring the Board works as a cohesive team with open communication by encouraging participation and discussion by individual directors, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded;
- (f) promoting and overseeing the highest standards of corporate governance within the Board and the Company;
- (g) fostering ethical and responsible decision making by the Board and its individual members
- (h) leading the Board in discussions on all proposals or recommendations by the executive team.
- (i) providing advice and counsel to the Chief Executive Officer and other senior officers of the Company;
- (j) overseeing an annual review and assessment of the effectiveness of the Board of Director's Charter, and in evaluating the Board's effectiveness, collectively and individually, in fulfilling the Charter and complying with the Company's Code of Conduct;

- (k) ensuring the independent directors regularly discuss among themselves, without the presence of management, the Company's affairs;
- (l) maintaining a process to ensure compliance with Board policy on Matters Reserved for the Board's consideration; and
- (m) leading the process to identifying suitable successors for the CEO position and working with the Nomination and Governance Committee to recommend a candidate to the Board.