

# Terms of Reference of Strategy Committee

## 1. Composition of Strategy Committee

- 1.1 The Strategy Committee is a special committee under the Board of Directors of this Company (the “Board”). The members of the Strategy Committee shall be nominated by the chairman of the Board, more than one-half of independent non-executive directors, or more than one-third of all directors, elected by the Board of Directors, and approved by more than half of all directors. If the proposal for re-elected members is passed, the newly-elected members shall take office immediately after the end of the Meeting of the Board of Directors;
- 1.2 The Strategy Committee shall be composed of three directors, with independent non-executive directors accounting for more than half;
- 1.3 The Strategy Committee shall have one director elected by the members of the Committee, leading the Strategy Committee and presiding over the Meeting of the Strategy Committee. A deputy director can be appointed as needed, presiding over the Meeting of the Strategy Committee when the director cannot attend;
- 1.4 The tenure of committee members is the same as that of directors. At the expiration of the term of office, members can be reappointed by re-election. If any member ceases to serve as a director of the Company during the period, he/she will automatically lose his/her qualifications as a member; and
- 1.5 Committee members can submit their resignation to the Board of Directors before the expiration of their term. The resignation report shall provide necessary explanations on the reasons for resignation and matters that need to be paid attention to by the Board of Directors of the Company.

## 2. Terms of Reference of Strategy Committee

- 2.1 To research and make suggestions on the Company’s development strategy and mid- and long-term development plan, and evaluate and monitor their implementation;
- 2.2 To research and make suggestions on the Company’s plans for increasing or reducing registered capital, issuing corporate bonds, mergers, divisions, and dissolution;
- 2.3 To research and make suggestions on the Company’s major business reorganizations, external acquisitions, mergers and asset transfers that must be reviewed by the Board of Directors;
- 2.4 To research and make suggestions on the Company’s expansion of new markets and new businesses;
- 2.5 To research and make suggestions on the Company’s investment, financing, asset management and other projects that must be reviewed by the Board of Directors;
- 2.6 To research and make suggestions on the Company’s major organizational restructuring and adjustment plans;
- 2.7 To guide and supervise the implementation of relevant resolutions of the Board of Directors;
- 2.8 To formulate and review the Company’s corporate governance policies and common practices, and make suggestions to the Board of Directors;

- 2.9 To review and supervise the training and continuous professional development of directors and senior management personnel;
- 2.10 To review and supervise the Company's policies and common practices in compliance with laws and regulatory requirements;
- 2.11 To formulate, review and supervise the Code of Conduct and Compliance Manual (if any) for employees and directors; and
- 2.12 Other functions and powers granted by the Board of Directors and any other functions and powers required to be exercised in laws, regulations and rules that will be revised from time to time and set the Company's obligations to abide by.

### **3. Meeting of Strategy Committee**

- 3.1 The Strategy Committee shall convene meetings to discuss and determine relevant matters according to the fulfillment of the above responsibilities;
- 3.2 The Strategy Committee shall be divided into regular meetings and interim meetings. Regular meetings shall be held more than once a year, and all members shall be notified in writing seven days before the meeting;
- 3.3 In one of the following situations, an interim meeting shall be held within seven days, and all members shall be notified three days before the meeting: (I) when the Board of Directors deems it necessary; (II) when the director of the Committee deems it necessary; and (III) when more than one-third of the committee members propose;
- 3.4 The secretary of the Board of Directors shall be responsible for arranging the committee meeting notice and affairs of the meeting. The meeting notice should specify the time, place, duration, agenda, topics, and time of the notice;
- 3.5 After receiving the meeting notice, committee members shall promptly confirm and feed back relevant information in an appropriate manner (including but not limited to whether to attend the meeting and schedule);
- 3.6 The Meeting of the Strategy Committee shall be held only when all the members are present, and resolutions made in the Meeting must be passed by more than half of the members present;
- 3.7 When necessary, directors, supervisors and other senior management personnel of the Company may be invited to attend the Meeting of the Strategy Committee;
- 3.8 Committee members shall attend in person (including by personal attendance or telephone conference). Anyone who cannot attend the Meeting in person can submit a Power of Attorney signed by this member and entrust another member of the Committee to attend and exercise relevant powers on behalf. The Power of Attorney shall specify the name of consignor, the name of consignee, authorization scope, authorized authority, and authorization period;
- 3.9 If a committee member fails to attend the Meeting in person for three consecutive times without proper reason, it is deemed to be unable to perform the duties of a member of the Strategy Committee, and the Board of Directors may adjust the committee member in accordance with the relevant provisions of these Rules;
- 3.10 Each member of the Strategy Committee has one vote;
- 3.11 The regular meetings of the Committee shall be held in the form of on-site meetings, and the voting method shall be a show of hands or voting; the interim meetings may

be held by means of communication meetings or separate deliberations of written materials;

- 3.12 The Meeting of the Strategy Committee shall be recorded, and the members attending the Meeting shall sign the meeting minutes. The first draft and final draft of the meeting minutes shall be sent to all members of the Strategy Committee within a reasonable time after the Meeting. The first draft is for members to express their opinions, and the final draft is used for their records. The complete meeting minutes shall be kept by the secretary of the Board of Directors;
- 3.13 At the invitation of the chairman of the Board, the Strategy Committee shall appoint the director of the Strategy Committee, or another member or his/her authorized representative when the director of the Strategy Committee is absent, answer questions at the Annual General Meeting;
- 3.14 The Strategy Committee shall report its decisions or recommendations to the Board of Directors, except for those that cannot be reported due to legal or regulatory restrictions;
- 3.15 The Strategy Committee shall be provided with sufficient resources to perform its duties; and
- 3.16 The Strategy Committee shall disclose its terms of reference, explain its role and powers delegated to it by the Board of Directors, and publish its terms of reference on the Company's website and the Company's stock exchange website in accordance with the relevant requirements of the listing rules of the listing place of the Company's securities.

#### **4. Supplementary Provisions**

- 4.1 These Rules of Procedure shall take effect from the date of passing the resolution of the Board of Directors;
- 4.2 These Rules of Procedure shall be interpreted, formulated and revised by the Board of Directors; and
- 4.3 Matters not covered in these Rules of Procedure shall be implemented in accordance with the relevant laws and regulations of the People's Republic of China, the listing rules of the listing place, and the Articles of Association. In the event of a conflict between these Rules of Procedure and the laws and regulations of the People's Republic of China issued in the future, the listing rules of the listing place, and the Articles of Association revised through legal procedures, it shall be implemented according to the relevant laws and regulations of the People's Republic of China, the listing rules of the listing place, and the Articles of Association, and these Rules of Procedure shall be amended immediately and submitted to the Board of Directors for approval. If the requirements of the listing rules of different listing places are inconsistent, the rules shall be enforced according to the stricter ones.