

CHINA INNOVATION INVESTMENT LIMITED
(the “Company”)
TERMS OF REFERENCE OF
STRATEGIC COMMITTEE
(AUGUST 2015)

1) Formation

The Strategic Committee was formed in August 2015 pursuant to passing of a Board of Directors’ (the Board’s) resolution.

2) Purpose

The purpose of the Strategic Committee is to conduct researches and submit proposals to the Board concerning the long-term development strategic and material investment decision of the Company.

3) Composition

The Strategic Committee shall comprise all non-executive directors. The Committee nominates one of the committee members as chairman.

4) Frequency of meeting

The Strategic Committee shall convene a meeting under specific circumstance and has no specific number of meetings during the year. All committee members are expected to attend each meeting, in person or via Tele- or videoconference.

5) Meeting procedures

Quorum of meeting shall not be less than two committee members, and each committee member in the meeting shall carry one vote.

The committee members shall elect among themselves a Chairman at each meeting. The committee members shall also appoint the secretary to the Committee (who should normally be the company secretary) from time to time.

The Committee shall invite any director, executive or other members of management to attend meetings as necessary.

The secretary to the Committee is responsible for preparation of meeting agenda and minutes. Meeting agenda shall be provided in advance to members, along with appropriate briefing materials.

Full minutes of the Committee meetings should be kept by the secretary to the Committee. Draft and final versions of minutes of the Committee meetings should be sent to all committee members of the committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

6) Committee's Resolutions

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

7) Responsibilities

- (a) to research and recommend on the long term development strategy of the Company ;
- (b) to research and recommend on significant investment and financing plans which are required by the Articles to be approved by the Board;
- (c)) to research and recommend on significant capital operation and asset operation which are required by the Articles to be approved by the Board;
- (d)) to research and recommend on other significant matters affecting the development of the Company;
- (e) to review the implementation of the above matters;
- (f) to handle other matters delegated by the Board.