



**CHINA TIANBAO GROUP DEVELOPMENT COMPANY LIMITED**  
**中國天保集團發展有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1427)**

**STRATEGIC PLANNING COMMITTEE – TERMS OF REFERENCE**

The board of directors (the “**Board**”) of China Tianbao Group Development Company Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) has resolved to establish a committee of the Board known as the Strategic Planning Committee (the “**Strategic Planning Committee**”) on January 22, 2021 with its constitution and particular duties set out below:

**1. PURPOSE**

The purpose of the Strategic Planning Committee is to accommodate the needs of strategic development of the Company, strengthen its core competitiveness, improve the scientific decision-making on strategies, strengthen the Company’s execution of strategic plans and carry out researches and make recommendations concerning mid-term to long-term development strategies of the Company.

**2. MEMBERSHIP**

- 2.1 The members of the Strategic Planning Committee shall be appointed by the Board from amongst the directors of the Company. The Strategic Planning Committee shall consist of not less than five members, and at least one of whom shall be an independent non-executive director.
- 2.2 The chairman of the Strategic Planning Committee shall be the chairman of the Board of the Company.
- 2.3 The term of each appointment to the members of Strategic Planning Committee shall be one year and shall end upon expiry of his/her term of office as a director. Retired members of the Strategic Planning Committee are eligible for re-election.
- 2.4 If the number of members of the Strategic Planning Committee falls below the required number, the Board shall immediately appoint members to fill the vacancy.

### **3. SECRETARY OF STRATEGIC PLANNING COMMITTEE**

- 3.1 The secretary of the Strategic Planning Committee shall be the company secretary of the Company.

### **4. MEETINGS**

- 4.1 The Strategic Planning Committee shall hold at least two meetings every year, being at least one meeting in each half of the year.
- 4.2 The chairman of the Strategic Planning Committee may, at his/her discretion, hold additional meetings.
- 4.3 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Strategic Planning Committee, and to any other person required to attend in relation to all regular meetings of the Strategic Planning Committee, at least three days before the date of the meeting; and in relation to adjournment held within three days, no prior notice is required. Notwithstanding the notification period, the attendance of a member of the Strategic Planning Committee at the meeting would deem to be treated as waiver of the required notification requirement.
- 4.4 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Strategic Planning Committee, and to any other person required to attend in relation to all extraordinary meetings of the Strategic Planning Committee, at least one day before the date of the meeting; and in relation to adjournment held within three days, no prior notice is required. Notwithstanding the notification period, the attendance of a member of the Strategic Planning Committee at the meeting would deem to be treated as waiver of the required notification requirement.
- 4.5 The quorum of Strategic Planning Committee meetings shall be five members, and two of them shall be the chairman of the Strategic Planning Committee and an independent non-executive director.
- 4.6 The members of the Strategic Planning Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 4.7 Resolutions of the Strategic Planning Committee shall be passed, in the case of a meeting, with over two thirds of votes.
- 4.8 If proposed by the chairman of the Strategic Planning Committee, a meeting of the Strategic Planning Committee may be convened by way of written resolution. Resolutions signed by all members of the Strategic Planning Committee will be treated valid as if they are passed in the meeting held by the Strategic Planning Committee.

- 4.9 Minutes or written resolutions of the Strategic Planning Committee meetings shall be kept by the secretary of the Strategic Planning Committee and shall be available for inspection by any member of the Strategic Planning Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Strategic Planning Committee meetings shall be sent to all Strategic Planning Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the proposals of the Strategic Planning Committee shall be submitted to the Board for its consideration and approval. The secretary of the Strategic Planning Committee shall send all the cases, materials and information considered and discussed by the Strategic Planning Committee in the forms of report, suggestion or summary to all members of the Board for the study and decision-making by the Board, together with the minutes of the Strategic Planning Committee to the Board as reference.
- 4.10 The minutes of meetings of the Strategic Planning Committee shall record in sufficient details the matters considered and decisions reached at the meetings, including any concerns raised or dissenting views expressed by the members of the Strategic Planning Committee.

## **5. ATTENDANCE OF MEETINGS**

- 5.1 The Strategic Planning Committee may invite such persons as it thinks fit to attend all or any of the meetings.
- 5.2 Only the Strategic Planning Committee members shall have the voting powers.

## **6. DUTIES AND RESPONSIBILITIES**

- 6.1 The Strategic Planning Committee shall be accountable to the Board. The duties and responsibilities of the Strategic Planning Committee shall be:
- (a) to conduct research on the Company's mid-term to long-term strategic development plans and make recommendations to the Board in this regard;
  - (b) to review, supervise, amend and supplement the Company's mid-term to long-term strategic development plans;
  - (c) to review and supervise the implementation of the Company's strategies and make recommendations;
  - (d) to conduct research on material matters related to future development direction of the Company (including but not limited to future development planning, development objectives, business strategies and operation guidelines) and make recommendations;
  - (e) to report formally to the Board on matters discussed at the meeting and the results after each meeting; and
  - (f) other matters as authorised by the Board.

- 6.2 The chairman of the Strategic Planning Committee or (if he/she is absent) another member of the Strategic Planning Committee must attend the Company's annual general meeting and respond to shareholders' questions on the activities of the Strategic Planning Committee and their responsibilities.

## **7. TERMS OF REFERENCE OF STRATEGIC PLANNING COMMITTEE**

- 7.1 These terms of reference shall be updated and revised by the Board as and when necessary in light of changes in circumstances and changes in regulatory requirements (including the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).
- 7.2 The Strategic Planning Committee shall publish these terms of reference on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.chinatbjt.com](http://www.chinatbjt.com)) for public inspection.

## **8. AUTHORITY**

- 8.1 The Strategic Planning Committee has the authority to seek any information it deems necessary from senior management of the Company in order to perform its duties.
- 8.2 The Strategic Planning Committee has the authority to establish one or more working groups to assist its performance of duties.
- 8.3 The Strategic Planning Committee has the authority to obtain external legal or other independent professional advice it deems necessary in connection with its duties at the Company's expense.
- 8.4 The Strategic Planning Committee shall have access to sufficient resources in order to perform its duties.

*Note: If there is any inconsistency between the English version and the Chinese version of this document, the English version shall prevail.*

Adopted on January 22, 2021