



INTERNATIONAL ALLIANCE FINANCIAL LEASING CO., LTD.

国际友联融资租赁有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1563)

Rules of Procedures of Strategic Investment Committee under the Board of Directors (Adopted on 16 January, 2023)

Chapter 1 General Provisions

- Article 1** In order to adapt to the strategic development needs of International Alliance Financial Leasing Co., Ltd. (the “**Company**”) and to enhance the investment decision-making procedures, the Board of Directors of the Company (the “**Board**”) has established the Strategic Investment Committee (the “**Committee**”) and shall formulate these rules of procedures in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other laws and regulations, and the Articles of Association of the Company (the “**Articles**”).
- Article 2** The Committee is a dedicated body established under the Board and is responsible for providing advice and suggestions for decisions made by the Board in relation to issues within the scope of authorization delegated by the Board, and shall be accountable and report to the Board.
- Article 3** These rules of procedures apply to the Committee and the personnel and departments referred to in these rules of procedures.

Chapter 2 Composition of the Committee

- Article 4** The Committee shall have one chairman. The chairman of the Committee shall be nominated by the chairman of the Board and considered and approved by the Board.

- Article 5** The Committee shall comprise a minimum of three directors of the Company (the “**Directors**”), one of which shall be the non-executive directors of the Company. The members of the Committee shall be nominated by the chairman of the Committee and considered and approved by the Board.
- Article 6** The term of office of the members of the Committee shall be the same as that of the Directors. A member of the Committee may serve consecutive terms if re-elected upon the expiry of his/her term of office. If any member of the Committee serving as a Director ceases to be a Director during his/her term of office, he shall ipso facto and immediately cease to hold the position of the member of the Committee.
- Article 7** A member of the Committee may submit resignation to the Board prior to the expiration of his/her term of office. Such resignation shall specify the reasons for the resignation and any matters which would require the attention of the Board.
- Article 8** Members of the Committee may be adjusted during their terms of office according to the recommendation of the chairman of the Board and upon the consideration and approval of the Board.
- Article 9** In the event that the number of members of the Committee falls below the quorum provided in these rules of procedures, the Board shall be filled up in accordance with these rules of procedures.

Chapter 3 Duties and Functions of the Committee

- Article 10** Principal duties of the Committee are as follows:
1. to review and make suggestions for the long-term development strategies and major events of the Company;
 2. to review and make suggestions for major business restructuring, corporate merger, division, and dissolution of the Company;
 3. to review and make recommendations on items such as major capital operations that are subject to the approval of the Board under the Articles;
 4. to review and make suggestions for the business model and business development of the Company;
 5. to review and make suggestions for the targeted projects of merge and acquisition of the Company;

6. to review and make suggestions for any major events which may be impacted to the development of the Company;
7. to evaluate and monitor the implementation of above matters; and
8. other duties as conferred by the Board.

Article 11

Duties of the chairman of the Committee include:

1. to convene and chair the meetings of the Committee;
2. to supervise and examine the operations of the Committee;
3. to sign on relevant documents of the Committee;
4. to report to the Board on the operations of the Committee; and
5. laws and regulations, the relevant regulatory rules of the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange of Hong Kong (the “HKEX”) and such other duties as may be delegated by the Board.

Article 12

Main duties and powers of the members include:

1. attending the meetings of the Committee on time, expressing their opinion on matters deliberated at the meetings and exercising their voting rights;
2. proposing matters to be deliberated at the meetings of the Committee;
3. attending relevant meetings of the Company as non-voting delegates or visitors, conducting surveys and researches and collecting relevant information such as reports, documents and materials for the purpose of discharging their duties;
4. fully understanding the duties of the Committee and those of himself/herself as a member of the Committee and acquainting himself/herself with relevant information on the operation and management, business activities and development of the Company to ensure his/her capacity for discharging duties;
5. fully ensuring that he/she has sufficient working hours and energy to fulfil his/her duties; and

6. other duties as stipulated in the laws and regulations, the relevant regulatory rules of the SFC and HKEX or other duties as required and delegated by the Board.

Article 13 The Committee shall be accountable to the Board.

Chapter 4 Meetings of the Committee

Article 14 The Committee may convene meetings from time to time as necessary. In any of the following circumstances, the member of the Committee shall convene an extraordinary meeting:

1. in circumstances as deemed necessary by the Board;
2. in circumstances as deemed necessary by the chairman of the Committee; and
3. when proposed by two or more members of the Committee.

Article 15 The company secretary of the Company (the “**Company Secretary**”) shall be responsible for delivering the notice of meeting in writing to each member of the Committee and relevant person invited to attend the meeting 5 days prior to the date of the meeting (except in special circumstances). The notice of meeting shall contain information on the method, time, venue, duration and agenda of the meeting, time of issuance of the notice and other relevant information.

Article 16 Upon receipt of the notice, each member of the Committee shall provide confirmation and any relevant feedback via a proper means in a timely manner.

Article 17 The members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, such member shall, by signing and submitting a letter of proxy, authorise another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorisation. No member shall accept any such authorisation from two or more other members concurrently.

Article 18 A meeting of the Committee shall be held only in the presence of two thirds or more of the members of the Committee. Each member has one vote. A resolution adopted by the meeting requires affirmative votes by a majority of all members. The meeting shall be chaired by the chairman of the Committee, or by another member authorized by the chairman of the Committee in the case of his/her absence.

Article 19 The Committee meeting shall discuss the items of business of the meeting and the members of the Committee shall express their views clearly, independently and fully on the basis of their own judgement and any disagreement shall be set out in the minutes of the meeting submitted to the Board.

Article 20 Where a member of the Committee is interested in the matter being discussed at the meeting of the Committee, he/she shall be abstained from attending such meeting.

Article 21 Members of the Committee attending the meeting shall undertake confidentiality obligations for all items discussed at the meeting. Relevant information shall not be disclosed without permission.

Chapter 5 Working bodies of the Committee

Article 22 The Company Secretary shall be responsible for organising meetings of the Committee and coordinate between the Committee and the relevant department. The Company Secretary shall attend the meeting of the Committee.

Article 23 The strategy planning department of the Company shall be responsible for preparing and providing relevant materials required for the consideration of the matters on the agenda and for liaising with relevant departments for providing support and cooperation to the Committee.

Chapter 6 Record and Minutes of the Meetings of the Committee

Article 24 Meeting record shall be prepared for the meetings of the Committee. The meeting record shall be prepared by the Company Secretary, which shall include the following information:

1. serial number, method, date, venue, and name of the chairman, of the meeting;
2. the attendance of members personally or by proxy;
3. name and title of each attendee;
4. matters to be considered at the meeting;
5. main points made by the Committee members or other relevant attendees;
6. name of the person keeping the record; and

7. The members of the Committee and the Company Secretary present at the meeting shall sign the record of the meeting of the Committee. The minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.

Article 25 The meeting minutes shall be submitted to the Board and other relevant departments and personnel.

Article 26 Meeting record, meeting minutes, letters of proxy, written opinion of the members of the Committee and other meeting materials derived from the meetings of the Committee shall be managed by the Company Secretary in accordance with the relevant requirements.

Chapter 7 Supplementary Provisions

Article 27 The rules of procedures shall come into force upon the passing of the Board.

Article 28 In case of any inconsistency with the Chinese version of these terms, the Chinese version shall prevail.

Article 29 For any matters not covered in these terms of reference, the relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the relevant provisions of the Articles shall apply. If the relevant provisions of these terms contravene with the laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority and the Articles as enacted or amended in the future, such relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised Articles shall prevail.

Article 30 The interpretation and amendment these rules of procedures shall be vested to the Board.