Fibocom Wireless Inc.

TERMS OF REFERENCE OF THE STRATEGY AND INVESTMENT COMMITTEE OF THE BOARD

Fibocom Wireless Inc.

Terms of Reference of the Strategy and Investment Committee of the Board

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further establish and improve the remuneration management system for directors, supervisors and other senior management of the Company, and enhance its corporate governance structure, the Company has established the Strategy and Investment Committee of the Board and formulated these terms of reference in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "**Articles of Association**") and other relevant provisions.

Article 2 The Strategy and Investment Committee is a specialized working body established by the Board, which is mainly responsible for conducting research and making recommendations on the Company's long-term development strategy and major investment decisions.

CHAPTER 2 FORMATION AND COMPOSITION OF THE STRATEGY AND INVESTMENT COMMITTEE

Article 3 The Strategy and Investment Committee shall consist of three directors, with a majority of whom shall be independent directors, which shall be two.

Article 4 Members of the Strategy and Investment Committee shall be nominated by the Chairman of the Board, more than half of the independent directors, or one third of all directors, and shall be elected by the Board.

Article 5 The Strategy and Investment Committee shall have one convenor, who shall be the Chairman of the Board and be responsible for presiding over the work of the Committee. The convenor shall be elected among the members and shall be appointed upon approval by the Board.

Article 6 The term of office for the Strategy and Investment Committee shall be the same as that of the Board. Members may serve consecutive terms if re-elected upon the expiration of their term. If any member ceases to serve as a director of the Company during his/her term, or if a member who is required to be an independent director no longer meets the independence requirements stipulated by the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, he/she shall automatically lose his/her membership qualification, and the Committee shall fill the vacancy in accordance with Articles 3 to 5 above.

Article 7 The Strategy and Investment Committee shall have a working group and the secretary to the Board is responsible for the specific coordination between the Strategy and Investment Committee and the Board.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The main duties and authorities of the Strategy and Investment Committee are:

(I) to study and make recommendations on the Company's long-term development strategic planning;

(II) to study and make recommendations on major investment and financing plans subject to the approval of the Board;

(III) to study and make recommendations on major capital operation and asset management projects subject to the approval of the Board;

(IV) to study and make recommendations on other major matters affecting the development of the Company;

(V) to inspect the implementation of the above matters;

(VI) other matters stipulated by other laws and regulations, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and authorized by the Board.

Article 9 The Strategy and Investment Committee shall be responsible to the Board and the proposals of the Committee shall be submitted to the Board for consideration and decision.

CHAPTER 4 NOTIFICATION AND CONVENING

Article 10 The Strategy and Investment Committee shall, in principle, notify all members three days prior to the meeting, and notice of the meeting may be given in writing, by telephone, by e-mail or by other expeditious means, except in special circumstances. The meeting shall be chaired by the chairperson, who may delegate one of the other members to chair the meeting if he/she is unable to attend.

Article 11 The meeting of the Strategy and Investment Committee shall be held with the attendance of more than two thirds of the members; the meeting of the Strategy and Investment Committee shall be attended by the members themselves; if a member is unable to attend the meeting for any reason, he/she may entrust another member in writing to attend and vote on his/her behalf; if a member entrusts another member to attend the meeting on his/her behalf and to exercise his/her voting right, he/she shall submit a written power of attorney to the presiding officer of the meeting. The power of attorney shall be submitted to the presiding officer no later than the time of voting.

Article 12 Each member shall have one vote; and resolutions made at the meeting must be passed by more than half of all the committee members.

Article 13 In principle, the meetings of the Strategy and Investment Committee shall be held in the form of on-site meeting. Under the premise of ensuring that all participating members can fully communicate and express their opinions, the meetings may be convened and resolutions may be made in accordance with the procedures by means of video, telephone or other means (hereinafter collectively referred to as the "**communication voting means**") and shall be signed by the participating members when necessary. In the case of a communication vote means, a member of the Strategy and Investment Committee shall be deemed to be present at the meeting and agreed to the contents of the resolutions of the meeting by signing it.

Article 14 The person in charge of the working group may attend (observe) the meetings of the Strategy and Investment Committee, and may also invite directors, supervisors and other senior management of the Company and experts in relevant fields to attend the meetings if necessary.

Article 15 If necessary, the Strategy and Investment Committee may engage an intermediary institution to provide professional advice for its decision-making at the Company's expense.

Article 16 The procedures for convening the meetings of the Strategy and Investment Committee, the voting method and the proposals passed at the meetings shall comply with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the provisions of these terms of reference.

Article 17 Meetings of the Strategy and Investment Committee shall be recorded and the minutes shall be signed by the members present at the meeting; the members present at the meeting shall have the right to request that a descriptive entry be made in the minutes of their speeches made at the meeting; and the minutes of the meetings shall be kept by the secretary to the Board of the Company for a period of not less than ten years.

Article 18 The resolutions passed and the voting results of the meetings of the Strategy and Investment Committee shall be reported to the Board of the Company in writing.

Article 19 Members attending the meeting are under a duty of confidentiality with respect to the proceedings of the meeting and shall not disclose the relevant information without authorization.

CHAPTER 5 DECISION-MAKING PROCEDURES

Article 20 The working group is responsible for the preparation of the decision-making of the Strategy and Investment Committee and providing information on relevant aspects of the Company:

(I) the person in charge of the relevant departments of the Company shall report the intention, preliminary feasibility reports of major investment and financing, capital operation and asset management projects, and the basic information of the co-operating parties;

(II) the working group shall conduct evaluation and submit formal proposals to the Strategy and Investment Committee.

Article 21 The Strategy and Investment Committee shall convene a meeting on the basis of the working group's proposals, conduct discussions, and submit the results of the discussion to the Board.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 22 After being approved by a resolution of the Board, these terms of reference shall come into effect from the date on which the H Shares issued by the Company commence listing on the Hong Kong Stock Exchange.

Article 23 Matters not covered in these terms of reference shall be implemented in accordance with the relevant national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association. Should these terms of reference conflict with national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association as lawfully amended in the future, the provisions of the relevant national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail, and these terms of reference shall be immediately revised and submitted to the Board for consideration and approval.

Article 24 Capitalized terms used in these terms of reference shall have the same meanings as those used in the Articles of Association unless otherwise required in these terms of reference.

Article 25 These terms of reference shall be interpreted by the Board.