

讯众股份

Beijing Xunzhong Communication Technology Co., Ltd.

北京讯众通信技术股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2597)

Strategic Committee

Terms of Reference

Chapter 1 General Provisions

Article 1 In order to accommodate the needs of strategic development of Beijing Xunzhong Communication Technology Co., Ltd. (hereinafter referred to as the “Company”), improve the strategic decision-making procedures and the scientific decision-making of the Board of Directors (the “Board”), and continuously strengthen its core competitiveness, the Company has formulated the Rules in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), the Corporate Governance Code in Appendix C1 to the Listing Rules, the regulatory rules of the securities regulatory authorities and stock exchange at the place where the Company's shares are listed, such as The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange”), and the relevant provisions of the Articles of Association of the Company (hereinafter referred to as the “Articles of Association”), and in light of the actual situation of the Company.

Article 2 The Strategic Committee and its members shall cautiously comply with the provisions of laws, regulations, the regulatory rules of the securities regulatory authorities and stock exchange at the place where the Company's shares are listed, the Articles of Association and the Rules.

Chapter 2 Composition of the Strategic Committee

Article 3 The Strategic Committee shall be accountable to the Board and all members of the Strategic Committee shall be composed of directors.

Article 4 Members of the Strategic Committee (hereinafter referred to as the “Member(s)”) shall be nominated by the chairman of the Board or at least one-third of the directors, and shall be elected by a majority vote of the members of the Board.

Article 5 The Strategic Committee shall have one convener (i.e. the chairman of the Strategic Committee), who may be acted by the chairman of the Board.

Article 6 The term of office of the Members shall be the same as that of the Board for the same session. A Member may serve consecutive terms if re-elected upon expiry of his/her term. During his/her term of office, if any Member ceases to be a director, his/her membership in the Strategic Committee shall lapse automatically and the vacancy will be filled by the Strategic Committee in accordance with the above provisions.

Chapter 3 Duties of the Strategic Committee

Article 7 The primary duties of the Strategic Committee are as follows:

- (1) to study and make recommendations on the long-term development and strategic planning of the Company;
- (2) to study and make recommendations on major investment and financing schemes which require the approval of the Board as required by the Articles of Association;
- (3) to study and make recommendations on major capital operations and asset operation projects which require the approval of the Board as required by the Articles of Association;
- (4) to study and make recommendations on other major issues that affect the development of the Company;
- (5) to check the implementation of the above matters;
- (6) other matters authorized by the Board.

Article 8 The Strategic Committee shall be accountable to the Board, and resolutions involving the scope of duties of the Strategic Committee shall be considered and approved by the Strategic Committee before being submitted to the Board for consideration.

Article 9 The chairman of the Strategic Committee mainly exercises the following duties:

- (1) to convene and preside over regular meetings of the Strategic Committee;
- (2) to convene ad hoc meetings of the Strategic Committee under special circumstances;
- (3) to supervise and check the implementation of the resolutions of the Strategic Committee;
- (4) other duties authorized by the Board and the Strategic Committee.

Article 10 When the chairman of the Strategic Committee is unable to perform his/her duties for any reason, he/she shall appoint another Member to act on his/her behalf.

Chapter 4 Rules of Procedure of the Strategic Committee

Article 11 The Strategic Committee shall convene meetings from time to time as required. In the event of any of the following circumstances, a committee meeting shall be convened:

- (1) when the Board considers it necessary;
- (2) when the chairman of the Strategic Committee considers it necessary;
- (3) when it is proposed by two or more Members.

Article 12 The notice of the meeting and meeting materials shall be notified to all Members in writing three days prior to the date of the meeting. The notice of the meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice and other relevant information, and the notification shall be made by hand delivery, post, e-mail or facsimile, etc. In case of emergency, if it is necessary to convene a meeting as soon as possible, notice of the meeting may be given by telephone or other verbal means at any time, but the chairman of the Strategic Committee shall give an explanation at the meeting.

Article 13 Upon receipt of the notice of the meeting, each Member shall provide confirmation and any relevant replies via proper means (including but not limited to confirmation of attendance or absence and his/her schedule) in a timely manner.

Article 14 Members shall attend the meeting in person. If a Member is unable to attend the meeting in person for any reason, he/she may appoint another Member in writing to attend the meeting on his/her behalf. If a Member fails to attend the meeting of the Strategic Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meeting.

Article 15 The Strategic Committee meeting shall be presided over by the chairman of the Strategic Committee. If the chairman of the Strategic Committee is unable to preside over the meeting, the meeting shall be presided over by another Member who is an independent non-executive director delegated by him/her; or a Member shall be elected by more than half of the attending Members to preside over the meeting.

Article 16 The quorum of the Strategic Committee meeting shall be two-thirds or above of the Members. Each Member is entitled to one vote. Resolutions passed at such meeting should be approved by more than half of all Members.

Article 17 Voting on the Strategic Committee meetings may be conducted by open ballot. Voting may also be conducted by means of correspondence and resolutions may be made with Members present affixing their signatures thereon, provided that the attending Members can fully express their opinions.

Article 18 The Strategic Committee meeting may be convened by on-site meeting, telephone conference, video conference, circulation of documents, facsimile, mail or any other appropriate means.

Article 19 The Strategic Committee may invite the directors, members of the senior management and external consultants of the Company to the meeting when necessary. Those present at the meeting may explain or clarify the matters discussed at the meeting, and non-Members have no right to vote.

Article 20 If necessary, the Strategic Committee may engage an intermediary to give professional advice on its decision-making at the Company's expense.

Article 21 When a Member of the Strategic Committee has a direct or indirect interest in a topic under discussion at a meeting, the Member shall recuse himself/herself from voting.

Article 22 The convening procedures for, the voting methods of, and the resolutions passed at the Strategic Committee meetings shall comply with relevant laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules at the place where the Company's shares are listed, the Articles of Association and the Rules.

Article 23 The Strategic Committee shall keep minutes of its meetings, and the Members attending the meetings and the minutes taker shall endorse such minutes by signature; and the minutes of the meetings shall be kept by the secretary of the Board for the record for a period of no less than 10 years.

Article 24 The resolutions adopted at the meeting of the Strategic Committee and the voting results thereof shall be submitted to the Board in writing.

Article 25 Members attending the meeting and other attendees shall be obliged to keep confidential any of the matters discussed at the meeting, and shall not disclose any relevant information without authorization.

Chapter 5 Supplementary Provisions

Article 26 Any matters not covered herein shall be handled in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchange at the place where the Company's shares are listed, and the provisions of the Articles of Association in light of the actual situation of the Company. If the Rules are in conflict with the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchange at the place where the Company's shares are listed, and the provisions of the Articles of Association promulgated from time to time, such laws, administrative regulations, departmental rules, regulatory documents, Listing Rules, relevant regulatory rules of the securities regulatory authorities and stock exchange at the place where the Company's shares are listed, and provisions of the Articles of Association shall prevail.

Article 27 The terms "above", "within" or "below", as stated herein shall all include the given figure; and the terms "less than", "beyond", "lower than", "more than", and "exceed" shall all exclude the given figure.

Article 28 The Board shall be responsible for the interpretation of the Rules.