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XINHUA NEWS MEDIA HOLDINGS LIMITED
新華通訊頻媒控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 309)

TERMS OF REFERENCE OF THE STRATEGY AND INVESTMENT COMMITTEE

These terms of reference were approved and adopted by resolutions of the Board of Directors (the "**Board**") on 13 February 2026**.**

1. Membership

- Members of the Strategy and Investment Committee (the "**Committee**") shall be appointed by the Board and shall consist of at least three Directors.
- Members may include executive directors, non-executive directors, and independent non-executive directors

2. Chairman

i. The chairman of the Committee shall be appointed by the Board; ii. In the absence of the chairman, the remaining members shall elect one member to act as chairman of the meeting.

3. Secretary

- The company secretary shall act as the secretary of the Committee;
- In the absence of the secretary, the members present shall elect another person to act as secretary.

4. Quorum

- The quorum for meetings of the Committee shall be two members.

5. Frequency of Meetings

- The Committee shall meet at least twice a year and may convene additional meetings as necessary.

6. Duties

The duties of the Committee shall include:

i. Reviewing and making recommendations on the Company's mission, vision, core values, and long-term strategic direction;
ii. Assessing the Company's market positioning, competitive environment, and new business opportunities;
iii. Studying and recommending major investments, mergers and acquisitions, joint ventures, and capital operations projects;
iv. Monitoring the implementation of strategic initiatives and evaluating returns on investment projects;
v. Submitting an annual strategic review and investment evaluation report to the Board.

7. Authority

i. The Committee shall have the authority to request from management any information necessary to perform its duties;

ii. The Committee may engage external professional advisers at the Company's expense;

iii. The Committee may make recommendations to the Board on matters within its scope of authority.

8. Meetings and Reporting

- Minutes of meetings shall be kept by the secretary;
- The chairman shall report to the Board on the discussions and resolutions of the Committee after each meeting.

9. Amendments to Terms of Reference

- The Board shall have the authority to amend, supplement, or revoke these terms of reference.