# SHUANGDENG GROUP CO., LTD.

# RULES OF PROCEDURES OF THE STRATEGIC COMMITTEE OF THE BOARD OF DIRECTORS

## CHAPTER 1 GENERAL PROVISION

**Article 1** In order to adapt to the strategic development needs of Shuangdeng Group Co., Ltd (the "Company"), enhance the Company's core competitiveness, ensure the Company's development plan, improve investment decision-making procedures, enhance the scientific nature of decision-making, and improve the efficiency and quality of major decisions, and improve the corporate governance structure, the Company hereby establishes the Strategic Committee ("Strategic Committee") of the Board of directors and formulates these rules of procedures in accordance with the Company Law of the People's Republic of China, the Articles of Association of Shuangdeng Group Co., Ltd (the "Articles of Association") and other relevant regulations.

**Article 2** The Strategic Committee of the Board of directors is a specialised working body established under the Board of directors, primarily responsible for researching and making recommendations and proposals on the Company's long-term development strategies and major investment decisions.

## CHAPTER 2 COMPOSITION

**Article 3** The Strategic Committee consists of three directors, one of whom is an independent director.

**Article 4** Members of the Strategic Committee are nominated by the Chairman, more than half of the independent directors, or one-third of all directors, and are elected or dismissed by a majority vote of all directors.

**Article 5** The Strategic Committee shall have one chairperson (convener), who shall be the Chairman of the Company.

**Article 6** The term of office of the Strategic Committee shall be consistent with the term of office of the Board of directors. Committee members may be re-elected upon expiry of their term. During the term, if any committee member ceases to serve as a director of the Company, such person shall automatically lose qualification as a committee member, and the committee shall supplement the number of committee members in accordance with these rules.

**Article 7** The Strategic Committee has a Strategy and Investment Review Working Group as its daily administrative body, with the Board of directors' Office as the lead unit, responsible for daily work coordination and meeting organization. Members of the working group do not need to be members of the Strategic Committee.

## CHAPTER 3 DUTIES AND AUTHORITIES

**Article 8** The principal duties and authorities of the Strategic Committee:

(I) Researching and making recommendations on the Company's long-term development strategic plans;

(II) Researching and making recommendations on major investment and financing schemes that require the approval of the board of directors under the Articles of Association;

(III) Researching and making recommendations on major capital operations and asset operation projects that require the approval of the board of directors under the Articles of Association;

(IV) Researching and making recommendations on other major matters affecting the Company's development;

(V) Examining the implementation of the above matters;

(VI) Other matters authorised by the board of directors.

**Article 9** The Strategic Committee is accountable to the board of directors, and the Committee's resolutions shall be submitted to the board of directors for consideration and decision.

## CHAPTER 4 DECISION-MAKING PROCEDURES

**Article 10** The Strategy and Investment Review Working Group shall be responsible for the preliminary preparation for the Strategic Committee's review and decision-making.

(I) Relevant departments of the Company or its subsidiaries (including joint ventures) shall be responsible for submitting information regarding major investment, financing, capital operations, and asset management projects, including the intent, preliminary feasibility reports, and basic information of cooperation plans;

(II) The Strategy and Investment Review Working Group shall conduct preliminary review, issue project approval, and report to the Strategic Committee for record;

(III) Relevant departments of the Company or its subsidiaries (including joint ventures) shall be responsible for negotiating agreements, contracts, articles of association and other documents with external parties, and for preparing feasibility studies and other statutory documents, which shall be submitted to the Strategy and Investment Review Working Group;

(IV) The Strategy and Investment Review Working Group shall conduct review, form written opinions and submit formal resolutions to the Strategic Committee.

**Article 11** The Strategic Committee shall convene meetings based on resolutions of the Strategy and Investment Review Working Group for discussion, submit the discussion results to the board of directors, and provide feedback to the Strategy and Investment Review Working Group.

## CHAPTER 5 RULES OF PROCEDURE

**Article 12** Meetings of the Strategic Committee shall be divided into regular meetings and special meetings. Regular meetings shall hold at least once a year. All members shall be notified three days prior to the Strategic Committee meeting. Meetings shall be presided over by the chairman. If the chairperson is unable to attend, he or she may delegate another member to preside.

**Article 13** Meetings of the Strategic Committee may only be held with the attendance of more than two-thirds (including two-thirds) of the committee members; each committee member shall have one vote; resolutions made at meetings must be approved by more than half of all committee members.

**Article 14** Voting at Strategic Committee meetings shall be by show of hands or ballot. Meetings may be held by means of communication voting (if necessary).

**Article 15** Members of the Strategy and Investment Review Working Group may attend Strategic Committee meetings. Directors and senior management personnel of the Company may be invited to attend meeting when necessary.

**Article 16** Where necessary, the Strategic Committee may engage intermediary institutions to provide professional opinions for its decision-making, with fees paid by the Company.

**Article 17** The procedures for convening meetings of the Strategic Committee, the voting methods, and the agenda items for meeting notices must comply with the provisions of relevant laws, regulations, the Articles of Association and these rules.

**Article 18** Strategic Committee meetings shall be recorded in minutes, and committee members attending the meeting shall sign the minutes. The minutes shall be kept by the Company's board secretary.

**Article 19** Resolutions and voting results passed at Strategic Committee meetings shall be reported to the Company's board of directors in writing.

**Article 20** All committee members attending meetings shall have a duty of confidentiality regarding matters discussed at meetings and shall not disclose relevant information without authorisation.

## CHAPTER 6 SUPPLEMENTARY PROVISIONS

**Article 21** Any matters not covered in these rules shall be handled in accordance with the relevant national laws, regulations, the rules or guidelines of the relevant stock exchange, and the provisions of the Articles of Association. In case these rules of procedures conflicts with laws and regulations promulgated by China in future, rules or guidelines issued by relevant exchanges or the Articles of Association amended through legal procedures, the relevant national laws and regulations and the Articles of Association shall prevail. These Rules shall be amended promptly and submitted to the board of directors for consideration and approval.

**Article 22** The term “above” and “at least” mentioned in these rules of procedures includes the original number; “more than half” do not include the original number.

**Article 23** These rules shall be interpreted by the board of directors.

**Article 24** These terms shall come into effect upon the approval by a resolution of the Board of the Company.

**Shuangdeng Group Co., Ltd.**