



中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

(the “**Company**”, together with its subsidiaries, the “**Group**”)

TERMS OF REFERENCE OF STRATEGIC DEVELOPMENT COMMITTEE

(Adopted by the Board on 28 July 2021)

1. MEMBERSHIP

- 1.1** Members of the Strategic Development Committee (the “**Committee**”) shall be appointed by the board (the “**Board**”) of directors of the Company (the “**Directors**”).
- 1.2** The Committee shall consist of not less than three members who are Directors with appropriate professional qualifications or related strategic management expertise.
- 1.3** The appointment of the members may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of a member shall be automatically revoked if such member ceases to be a Director.
- 1.4** The chairman of the Committee shall be appointed by the Board and shall be a Director.
- 1.5** The secretary of the Committee (the “**Secretary**”) may be appointed from time to time by the Committee with appropriate qualification and experience as the Secretary.

2. PROCEEDINGS OF THE COMMITTEE

2.1 Frequency of meetings

The Committee members shall hold at least one regular meeting in a year. Additional meeting(s) of the Committee may be held as and when required.

2.2 Notice

2.2.1 Notice of any meetings has to be given at least three days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member shall be deemed waiver of the requisite length of notice by the member. Notice of any adjourned meetings is not required if adjournment is for less than fourteen days.

2.2.2 A member may, and at the request of a member, the Secretary shall, at any time summon a meeting. Notice shall be given to each member either orally in person or in writing or by telephone or facsimile transmission or electronic mail at the telephone number or facsimile number or address or email address from time to time notified to the Secretary by such member or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

2.2.3 Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the Committee members for the purposes of the meeting should generally be delivered to all Committee members three days before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

2.3 Quorum

The quorum of the Committee meeting shall be two members of the Committee.

2.4 Voting

Each resolution at a meeting of the Committee shall be determined by a majority of votes of the Committee members present. In case of an equality of votes, the chairman of the meeting shall have a casting vote.

2.5 Mode of participation

2.5.1 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means of communications by means of which all persons participating in the meeting are capable of hearing each other.

2.5.2 The Secretary shall keep record of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

2.6 Written resolutions

A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

2.7 Minutes

2.7.1 Full minutes of the Committee meetings shall be kept by the Secretary and be available for review by the Directors.

2.7.2 Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records respectively, within a reasonable time after the meeting.

2.8 Reporting responsibilities

The Committee shall report to the Board when appropriate.

3. AUTHORITY

3.1 The Committee is authorised by the Board to review any matter under these Terms of Reference.

3.2 The Committee shall have the discretion to, as it deems reasonable and in the interest of the Company, do such things and exercise such powers granted to it in accordance with any rule, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law.

3.3 The Board may, subject to compliance with the Bye-Laws and the Listing Rules, amend, supplement and revoke these Terms of Reference and/or any resolution passed by the Committee provided that no amendments to or revocation of these Terms of Reference and/or any resolution passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if these Terms of References had not been amended or revoked.

4. DUTIES

The responsibilities and duties of the Committee shall be:

- (a) research and recommend on the medium-term and long-term development strategy of the Company;
- (b) review and recommend on the medium-term and long-term strategic goals and development plans of the business of the Company;
- (c) research and recommend on any other significant matters affecting the development of the Company;
- (d) review the implementation of the above matters; and
- (e) other duties as delegated by the Board.

5. PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE

The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of the Company and the Stock Exchange.

– The end –

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.