

CHIHO-TIANDE GROUP LIMITED
齊合天地集團有限公司
(incorporated in the Cayman Islands with limited liability)
(the “Company”)

TERMS OF REFERENCE
OF
THE STRATEGY AND INVESTMENT COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to cope with the needs of development of Chiho-Tiande Group Limited (the “**Company**”), enhance scientific planning and decision-making, prompt the effectiveness of material investment decision-makings and improve the corporate governance structure of the Company, the Board of Directors of the Company has established the Strategy and Investment Committee and promulgated these Terms of Reference in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association of the Company (hereinafter referred to as the “**Articles**”) and other relevant rules (if applicable).

Article 2 The Strategy and Investment Committee is a special working body set up by the Board of Directors pursuant to the Articles. It reports to the Board of Directors and its principal functions and responsibilities are to study on the development strategies and planning and advise on the decision-makings on material investments and capital operation of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Strategy and Investment Committee shall comprise three executive directors and the chief investment officer of the Company, members of which shall be recommended by the Chairman of the Board of Directors after discussion with relevant directors subject to consideration and approval by the Board of Directors.

Article 4 The Strategy and Investment Committee shall have one chairman who shall be in charge of the work of the Committee. The chairman shall be nominated by the Chairman of the Board of Directors and appointed by the Board of Directors. The main powers and duties of the chairman are as follows:

- (i) convening and presiding over regular and ad-hoc meetings of the Committee;
- (ii) determining the agendas of each meeting of the Committee;
- (iii) signing material documentation of the Committee;
- (iv) ensuring that the Committee reaches a clear conclusion to each proposal which includes passed, rejected and supplementary materials needed;
- (v) other powers and duties provided in these Terms of Reference.

Article 5 The terms of office of the members of the Strategy and Investment Committee shall be in conformity with that of their directorship. Members of the Committee may be re-elected or re-appointed at the expiry of their terms of office.

If any member ceases to be a director of the Company or cannot continue to be a director due to other reasons during his/her term of office, he/she shall be automatically disqualified from acting as a committee member, and such vacancy shall be filled by the Board of Directors pursuant to Article 3 of these Terms of Reference.

CHAPTER 3 AUTHORITY

Article 6 The Committee holds the full delegated authority of the Board, including specifically the power of decision-making, in relation to the Duties set out in these Terms of Reference and including but not limited to require the management of the Company to provide all necessary information and/ or materials requested by the Committee as may be required for performing its duties. The Committee is authorised by the Board to obtain outside legal or other independent professional advice at the expenses of the Company and to invite the attendance of outsiders with relevant experience and expertise at the Committee meetings if it considers this necessary. If the Committee considers appropriate or cannot make decision on any matter, the Committee shall refer such matter to the Board for final decision and resolution.

CHAPTER 4 DUTIES

Article 7 The duties of the Strategy and Investment Committee shall include the following aspects:

- (i) to act as a delegate for the Board generally;
- (ii) to make decisions and resolutions, and to exercise all powers of the Board on all matters of the Company in relation to its daily operation and investment activities, including any non-connected transaction which the percentage ratio is lower than 5% according to the testing result of the HKEx; and
- (iii) to make recommendations to the Board concerning matters of corporate significance not otherwise dealt by any other committees of the Board, recommendations must be submitted to the Board for approval for all transactions with a percentage ratio equal to or higher than 5% according to the testing result of the HKEx.

Article 8 The Company's investment & development department are the supporting and associated departments of the Strategy and Investment Committee and are responsible for such daily work as meeting notice, preparing meeting documents, keeping meeting minutes, making and reporting meeting resolutions. The Committee may source supports from the Company's relevant departments or personnel upon a temporary designation according to work requirements. The Board of Directors' office is responsible for keeping meeting minutes and resolutions and shares the responsibility with the supporting and associated departments of the Strategy and Investment Committee for meeting preparations, organizations and other specific work. The secretary of the Board of Directors is responsible for coordinating work among the Strategy and Investment Committee, the supporting and associated departments of the Strategy and Investment Committee and the Board of Directors' office and shall attend the meetings of the Strategy and Investment Committee.

CHAPTER 5 RULES OF PROCEDURES

Article 9 Meetings of the Strategy and Investment Committee can be classified into regular meetings and interim meetings. The Strategy and Investment Committee shall hold at least one regular meeting a month.

Article 10 The Strategy and Investment Committee shall hold an interim meeting if proposed by the chairman of the Committee, more than two members of the Committee, or the Board of Directors or the Chairman of the Board of Directors.

Article 11 A notice shall be given to all members of the Strategy and Investment Committee by the supporting department three working days prior to the convening of a meeting and the relevant information shall be submitted to each member. In case of emergency that requires the Committee to convene a meeting as soon as possible, the Committee may give a notice of the meeting on that day by phone, fax, or e-mail, but the chairman of the Committee must give an explanation at the meeting.

Article 12 A meeting of the Strategy and Investment Committee shall be presided over by the chairman or if he/she is unable to attend, another member of the Committee designated by him/her.

Article 13 A meeting of the Strategy and Investment Committee shall not be held unless attended by more than two-thirds of its members. Members of Strategy and Investment Committee shall attend the meeting in person or in a manner of teleconference or by aid of similar communication equipment. If the member is unable to attend the meeting for certain reason, he/she may authorize another committee member in writing to attend the meeting on his/her behalf. The written power of attorney shall set forth the scope of authorization.

Article 14 If a meeting of the Strategy and Investment Committee is held, the relevant personnel of the Company may be invited to attend the meeting when necessary.

Article 15 The voting of the Strategy and Investment Committee shall be taken by show of hands. Each member shall have one vote. Resolutions passed at the meeting must be approved by more than half of all members of the Committee.

Article 16 A resolution in writing signed by all the members of the Committee 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 same form each signed by one or more of the members of Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

Article 17 The procedures for convening the Strategy and Investment Committee, the voting method and the resolutions passed at such meeting shall be in compliance with these Terms of Reference.

Article 18 Resolutions passed at the meeting of the Strategy and Investment Committee and any vote results shall be reported to the Board of Directors of the Company in writing.

Article 19 Persons participating in the meeting of the Strategy and Investment Committee shall undertake confidentiality obligations for all items discussed at the meeting and shall not disclose any information in relation to the meeting unless authorized by the chairman of the Board of Directors or the Board of Directors of the Company.

Article 20 The supporting department of the Strategy and Investment Committee shall record complete minutes. Members of the Committee who attend the meeting shall sign on the minutes. The supporting department shall submit the minutes to the Board of Directors office of the Company for filing as required by the Company for the inspection of directors at any time.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 Any matters not covered by these Terms of Reference or in the event that these Terms of Reference are inconsistent with the laws, regulations or listing rules as promulgated or amended from time to time after these Terms of Reference become effective, such laws, regulations or listing rules shall prevail and these Term of Reference shall be amended forthwith and submitted to the Board of Directors of the Company for approval.

Article 22 Interpretation of these Terms of Reference shall be vested in the Board of Directors of the Company.

Adopted by the Board on 2 February, 2016.
Revised by the Board on 23 August, 2016.