

CIMC Vehicle (Group) Co., Ltd.
中集車輛（集團）股份有限公司

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

**STRATEGY AND INVESTMENT COMMITTEE UNDER
THE BOARD OF DIRECTORS**

TERMS OF REFERENCE

Chapter 1 General Provisions

- Clause 1 In order to strengthen the core competitiveness, improve the decision-making procedures of investment, enhance the scientific decision-making procedures, and refine the corporate governance structure of the Company according to the needs of strategic development of CIMC Vehicles (Group) Co., Ltd. (the "Company"), the strategy and investment committee under the board of directors of CIMC Vehicles (Group) Co., Ltd. (the "Strategy Committee" or "Committee") is established with these terms of reference (the "Terms") 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 (the "Hong Kong Listing Rules"), the articles of association of CIMC Vehicles (Group) Co., Ltd. (the "Articles") and other relevant laws, regulations and regulatory documents.
- Clause 2 The Strategy Committee is a special committee established by the board of directors under the Articles. It is responsible for conducting research for the long-term strategic development plans and major investment decisions of the Company and providing advices and suggestions for decisions made by the board of directors and the chairman of the board of directors in relation to issues within the scope of authorization delegated by the board of directors, and shall be accountable and report to the board of directors.

Chapter 2 Composition of the Committee

- Clause 3 The Committee shall comprise four members who shall be nominated by the chairman of the board of directors and elected by a majority of the members of the board of directors. Upon the approval of the resolution for the election of members, the appointment of the newly-elected committee member shall become effective immediately after such resolution of the board of directors takes effect.
- Clause 4 The Committee shall have a chairman responsible for organizing the work of the Committee, whom shall be a director of the Company.
- Clause 5 The term of office of the members of the Committee shall be the same as that of the directors. A member of the Committee may serve consecutive terms if re-elected upon the expiry of his/her term of office. If any member serving as a director of the Company ceases to be a director of the Company during his/her term of office, he shall automatically cease to hold the position of the member of the Committee.

Clause 6 A Committee member may tender his/her resignation to the board of directors during his/her term of office by giving a written resignation to necessarily explain the reason for resignation and other matters which need to be brought to the attention of the board of directors.

Clause 7 The Committee members may be changed during their terms of office if proposed by the chairman of the board of directors and approved by the board of directors.

Clause 8 If the number of the Committee members falls below the minimum number as provided herein, the vacancy shall be filled up in accordance with these Terms.

Clause 9 The secretary's office of the board of directors (the "Board Secretary's Office") shall act as the executive body of the Committee to provide support and services and perform duties assigned by the Committee.

Chapter 3 Duties of the Committee

Clause 10 Principal duties of the Committee are as follows:

- (1) to conduct research and make recommendations for the long-term strategic development plans of our Company;
- (2) to conduct research and make recommendations for major investment plans which are subject to the approval of our board of directors;
- (3) to conduct research and make recommendations for major capital operation and asset operation projects which are subject to the approval of our board of directors;
- (4) to review the annual investment plan of our Company;
- (5) to conduct research and make recommendations for major investment programmes which are subject to the approval of our board of directors; and
- (6) other duties as conferred by the board of directors.

Clause 11 Duties of the chairman of the Committee include:

- (1) to convene and chair the meetings of the Committee;
- (2) to supervise and examine the operations of the Committee;
- (3) to sign on relevant documents of the Committee;
- (4) to report to the board of directors on the operations of the Committee;
- (5) to ensure the effective operation and performance of duties of the Committee;
- (6) other duties as requested by the board of directors.

Clause 12 The duty performance of the Committee shall comply with the Company Law, the Articles and these Terms and shall not prejudice the interests of the Company and shareholders.

Clause 13 If necessary, the Committee may engage intermediary agencies to provide professional advice for its decision-making upon approval of the board of directors, and the reasonable expenses incurred thereby shall be borne by the Company.

Chapter 4 Meeting of the Committee

Clause 14 Meetings of the Committee can be classified as regular meeting and extraordinary meeting.

Clause 15 The Committee shall hold at least one regular meeting every year, and the notice of the meeting shall be served to all members three days before such meeting.

Clause 16 The Committee may convene extraordinary meetings when necessary. In any of the following circumstances, the chairman of the Committee shall issue a notice to convene a meeting within three days:

- (1) in circumstances as deemed necessary by the board of directors;
- (2) in circumstances as deemed necessary by the chairman of the Committee;
- (3) when proposed by two or more members of the Committee.

Clause 17 The Board Secretary's Office shall issue the notice of meeting in writing to each of the Committee members and relevant persons being invited to attend the meeting three days prior to the date of the meeting (except in special circumstances where the requirement of a prior notice is exempted, provided that the chairman of the meeting shall provide explanation at the meeting). The notice of meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice, name and contact information of the contact person of the meeting and other relevant information.

Clause 18 Upon receipt of the notice, all Committee members shall promptly provide confirmation and relevant replies (including but not limited to the confirmation of attendance and other arrangement) via a proper means.

Clause 19 The quorum of a Committee meeting shall be the presence of all members.

Clause 20 All members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, such member shall, by signing and submitting a letter of proxy, authorize another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorization. Each member may appoint only one other member as his/her proxy to exercise the voting right on his/her behalf. Where a member authorizes two or more other members to exercise the voting right on his/her behalf, such authorization shall be invalid. In addition, no member shall accept any such authorization from two or more other members concurrently.

The member attending a meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member does not attend a meeting in person or authorize another member to exercise the rights on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting in writing his/her opinion with respect to any matter on the meeting agenda, provided that such written opinion shall be submitted to the Board Secretary's Office before the meeting.

Clause 21 If a member does not attend a meeting in person or authorize another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting on two consecutive occasions, or if such member fails to attend in person 3/4 of all meetings of the Committee held during any year, such member shall be deemed incapable of performing the duties of the Committee, and the board of directors may replace him/her in accordance with these Terms.

Clause 22 Meetings of the Committee shall be presided over by the chairman of the Committee, who may appoint another member to act on his/her behalf when he/she is unable to attend the meeting. If the chairman of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the same to the board of directors, and the board of directors shall appoint another member who is an independent non-executive director to fulfil the duties of the chairman.

Chapter 5 Procedure of Meeting

Clause 23 Each member of the Committee shall have one vote. A resolution of the meeting shall be passed by a simple majority of the votes of all members. In the event that the meeting fails to reach a valid resolution due to abstention of any member, the relevant matter shall be considered directly by the board of directors.

Clause 24 Meetings of the Committee shall be held in the form of on-site meetings in general, and voting shall be conducted by a show of hands or by poll. Under special circumstances, on the premise that the members of the Committee are able to sufficiently express their opinions, with the consent of the chairman of the Committee, meetings may be held by means of correspondence. Where a meeting is conducted by means of correspondence, the Committee members shall submit to the board of directors their written opinions with respect to the matters to be discussed within the period prescribed by the notice of the meeting.

Clause 25 All items on the agenda shall be discussed during the meeting of the Committee, and the Committee members shall explicitly, independently and fully express their opinions based on their own judgment. In the case of any different opinions, such different opinions shall be stated in the meeting minutes to be presented to the board of directors.

Clause 26 The Committee may invite directors, related senior management members and relevant experts of the Company, external experts, scholars, intermediary agencies and other persons to sit in on a meeting. Such persons being invited shall give explanation and elaboration on any issues as required by any Committee member.

Clause 27 Where necessary, the Committee may, upon approval by the board of directors, seek for professional advices of external professional personnel or organizations. Any reasonable cost so incurred shall be borne by the Company.

Clause 28 The convening procedures, voting methods and resolutions of meetings of the Committee shall comply with the relevant laws, regulations, the Articles and these Terms.

Clause 29 If a member of the Committee is interested in any matter being considered by the Committee, such member shall abstain from the discussion and voting of such matter.

Clause 30 All persons attending the Committee meetings shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorization.

Chapter 6 Working Board of the Committee

Clause 31 Minutes shall be kept for all meetings of the Committee, which shall be prepared by the Board Secretary's Office and shall contain the following information:

- (1) serial number, form, date, venue and name of the chairman of the meeting;
- (2) attendance of members in person and by proxy;
- (3) name and title of each attendee;
- (4) agenda of the meeting;
- (5) main points made by the Committee members and other relevant attendees;
- (6) name of the person taking minutes;
- (7) abstention of any interested member (if any), which shall be specified in the minutes or the relevant resolutions.

All Committee members present at the meeting shall sign the minutes.

Clause 32 After each meeting of the Committee, the Board Secretary's Office shall prepare a meeting summary recording the considerations and discussions of the meeting.

Copies of the meeting summary shall be submitted to the board of directors of the Company and sent to all Committee members, secretary to the board of directors, the human resources department of the Company and other relevant departments and persons.

Clause 33 Meeting minutes, meeting summary, letters of proxy, written opinions of the members of the Committee and other materials of the meeting shall be kept by the Board Secretary's Office in accordance with the relevant requirements.

Ch a e 7 S l e e a P i i

- Clause 34 Unless otherwise stated, terms used herein shall have the same meanings ascribed to them in the Articles.
- Clause 35 For any matter not covered in these Terms, or in the event of any contradiction with any laws, administrative regulations, normative documents, relevant regulatory requirements of the listing place(s) of the Company (such as the Hong Kong Listing Rules) or the Articles as amended under lawful procedures promulgated after these Terms become effective, such laws, administrative regulations, normative documents, relevant regulatory requirements of the listing place(s) of the Company (such as the Hong Kong Listing Rules) and the Articles shall prevail. Amendments to these Terms shall be made forthwith and submitted to the board of directors for approval.
- Clause 36 These Terms have been considered and approved by the board of directors and shall become effective and applicable from the date on which the shares of the Company are first issued and listed in Hong Kong.
- Clause 37 The rights of interpretation and amendment of these Terms shall be vested in the board of directors of the Company.
- Clause 38 These Terms are available in both Chinese and English. In case of discrepancy, the Chinese version shall prevail.