Shanghai MicroPort MedBot (Group) Co., Ltd.
上海微创医疗机器人(集团)股份有限公司
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2252)

TERMS OF REFERENCE OF THE STRATEGY AND DEVELOPMENT COMMITTEE OF THE BOARD

Chapter 1 General Provisions

Article 1 Pursuant to the Company Law of the People's Republic of China, the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "**Articles of Association**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and other relevant regulations, Shanghai MicroPort MedBot (Group) Co., Ltd. (the "**Company**") has set up a strategy and development committee (the "**Strategy and Development Committee**") under the board of directors (the "**Board**"), and hereby formulated these terms of reference, in an effort to accommodate the needs of strategic development of the Company, strengthen its core competitiveness, optimize its procedures for making investment decisions, enhance the scientificity of its decision-making process, and improve the effectiveness and quality of investment decisions.

Article 2 The Strategy and Development Committee is a specific committee set up by the Board. Its main responsibilities are to conduct researches and submit proposals regarding the long-term development strategies and major development decisions of the Company.

Chapter 2 Composition

Article 3 The Strategy and Development Committee shall comprise at least three (inclusive) directors.

Article 4 Members of the Strategy and Development Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive directors or more than one-third of all directors, and shall be elected by the Board.

Article 5 The Strategy and Development Committee shall have a chairman (being the convener) (the "**chairman**"). The chairman of the Strategy and Development Committee shall be appointed by the Board. The Board secretary shall be the secretary of the Strategy and Development Committee unless otherwise designated by the Strategy and Development Committee.

The chairman of the Strategy and Development Committee shall attend the annual general meeting and be prepared to respond to any questions from the shareholders on the Strategy and Development Committee's activities.

Article 6 The term of office of the Strategy and Development Committee shall be the same as that of the Board. Each member of the Committee shall be eligible for re-election upon expiry of his or her term of office. During such period, if any member of the Committee ceases to be a director of the Company, his or her membership in the Committee shall lapse automatically, and the vacancy shall be filled by the person elected by the Board according to Articles 3 to 5 above.

Article 7 The Strategy and Development Committee shall establish an investment review panel, the head of which shall be served by the chairman of the Strategy and Development Committee.

Chapter 3 Duties and Authorities

Article 8 The Strategy and Development Committee shall have the following primary duties and authorities:

(I) to study and make recommendations on the long-term development strategic planning of the Company;

(II) to study and recommend on matters relating to the management and operations of the Company including but not limited to business, operational and financial/capital planning;

(III) to review, analyse and evaluate financial, marketing, operational and business performance of the Company;

(IV) to study and discuss trends in markets where the Group operates and their potential effects on the Group's development;

(V) to review and discuss the implementation of the Company's strategies;

(VI) to study and make recommendations on major investment and financing schemes which require the approval of the Board as required by the Articles of Association;

(VII) to study and make recommendations on major capital operations and asset management projects which require the approval of the Board as required by the Articles of Association;

(VIII) to study and make recommendations on other major issues that may affect the development of the Company;

(IX) to check the implementation of the above matters;

(X) to deal with other matters authorized by the Board.

Article 9 The Strategy and Development Committee shall be accountable to the Board.

The proposals provided by the Committee shall be submitted to the Board for consideration and approval.

Chapter 4 Decision-making Process

Article 10 The investment review panel shall be responsible for the preliminary preparatory work for the decision-making process of the Strategy and Development Committee and providing the following information of the Company:

(I) The person-in-charge of relevant departments of the Company or the subsidiaries or enterprises in which the Company has equity interests shall submit information about significant investment and financing, capital operation, intentions of assets operation projects, preliminary feasibility reports and general information of the partners;

(II) The investment review panel shall carry out preliminary review and put forward a written opinion on the approval of the project, which shall be filed to the Strategy and Development Committee;

(III) The relevant departments of the Company or the subsidiaries or enterprises in which the Company has equity interests shall report the external investment agreements, contracts, articles of association, feasibility reports, etc. to the investment review panel;

(IV) The investment review panel shall conduct a review thereon, issue a written opinion, and make a formal proposal to the Strategy and Development Committee.

Article 11 The Strategy and Development Committee shall convene meetings based on the proposal submitted by the investment review panel for discussion and the discussion result shall be submitted to the Board and reflected to the investment review panel.

Chapter 5 Rules of Procedures

Article 12 Meetings of the Strategy and Development Committee shall be held at least once a year. The chairman of the Strategy and Development Committee shall convene a meeting upon request by any member of the Strategy and Development Committee.

Article 13 A notice shall be given to all members three days before the date of a meeting of the Strategy and Development Committee. The meeting shall be presided over by the chairman of the Committee, and in case the chairman is unable to attend, he or she may appoint another member of the Committee (the member should be an independent non-executive director) to preside over the meeting on his or her behalf. Such notice may be waived with the unanimous consent of all members of the Committee.

Article 14 The quorum of a meeting of the Strategy and Development Committee shall be not less than two-thirds of the members. Each member shall have one vote. A resolution of the meeting must be passed by more than half of all the members of the Committee.

Article 15 Voting at a meeting of the Strategy and Development Committee shall be taken by a poll. An extraordinary meeting may be convened in the form of vote by communications.

As long as all the members may fully express their opinions, the Strategy and Development Committee may pass a written resolution without convening a meeting, provided that it shall comply with the advance notice requirements of these terms of reference and such resolution shall be circulated to all members of the Committee. After the resolution was signed by such number of people required to pass a resolution under these terms of reference, such resolution shall come into effect on the date the resolution was signed by the last signing member.

Article 16 The Strategy and Development Committee may invite directors, supervisors and other senior management of the Company to attend its meetings if necessary.

Article 17 The Strategy and Development Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company. The Strategy and Development Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Strategy and Development Committee shall be provided with sufficient resources to discharge its duties. The Strategy and Development Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Strategy and Development Committee.

The Strategy and Development Committee is authorised by the Board to discharge its duties within these terms. It is authorised to seek any information in relation to the Company's business, operation and financial conditions that it requires from the senior management in order to perform its duties.

Article 18 The procedures for convening of a meeting of the Strategy and Development Committee, its voting methods and resolutions to be passed at such meeting must comply with the provisions of relevant laws, regulations, the Articles of Association and these terms.

Article 19 The Strategy and Development Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings. Minutes of the Strategy and Development Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Board secretary or its appointed delegate), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any director.

Minutes of meetings of the Strategy and Development Committee shall record in sufficient detail the matters considered by the Strategy and Development Committee and decisions reached, including any concerns raised by directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Strategy and Development Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

Article 20 Without prejudice to the generality of the duties of the Strategy and Development Committee set out in these terms, the Strategy and Development Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Article 21 Members of the Committee present at a meeting shall keep confidential all matters discussed at the meeting and shall not disclose such information without authorisation.

Chapter 6 Supplementary Provisions

Article 22 These terms of reference shall come into effect and be implemented upon the date of approval by the Board. The terms of Reference of the Strategy and Development Committee of the Board of the Company that are currently in force shall automatically lapse from the effective date of these terms of reference.

Article 23 For any matters not covered in these terms of reference, the relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the relevant provisions of the Articles of Association shall apply. If the relevant provisions of these terms contravene with the laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority and the Articles of Association as enacted or amended in the future, such relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised Articles of Association shall prevail.

Article 24 The power of interpretation of these terms of reference shall be vested in the Board of the Company.