

# FS.COM Limited

## Terms of Reference of the Strategy Committee of the Board of Directors

### CHAPTER I GENERAL PROVISIONS

**Rule 1** The Strategy Committee of the Board of Directors has been specially established with these Terms of Reference in compliance with the Company Law of the People's Republic of China, the Articles of Association of FS.COM Limited (hereinafter referred to as the "Article of Association"), and other relevant requirements, in order to meet the strategic development needs of FS.COM Limited (the "Company"), enhance the Company's core competitiveness, establish its development plans, improve the procedures for investment decision-making, strengthen the scientific basis of decision-making, increase the effectiveness and quality of significant investment decisions, and optimise the corporate governance structure of the Company.

**Rule 2** The Strategy Committee of the Board of Directors is a specialized working body established under the Board of Directors, primarily responsible for conducting research and providing corresponding recommendations on the Company's medium-to-long-term development strategies and major investment decisions.

### CHAPTER II COMPOSITION

**Rule 3** The Strategy Committee shall consist of three Directors, including two independent Directors.

**Rule 4** Members of the Strategy Committee shall be nominated by the Chairperson of the Board of Directors, more than half of the independent Directors, or more than one-third of all Directors, and shall be elected by the Board of Directors.

**Rule 5** The Strategy Committee shall have one Chairperson who shall be responsible for leading the work of the Committee. The Chairperson shall be elected by the Board of Directors.

**Rule 6** The term of office of the Strategy Committee shall be the same as that of the Board of Directors. Members of the Strategy Committee may be re-elected upon expiry of the term. If a member of the Strategy Committee ceases to serve as a Director of the Company due to resignation or otherwise, his or her qualification as a Committee member shall automatically lapse upon the cessation of his or her directorship. The Board of Directors shall, in accordance with the Articles of Association and these Rules, appoint a new member to fill the vacancy. During the term of office of a Committee member, the Board of Directors shall not remove such member without cause.

If a member fails to attend meetings in person for two consecutive meetings of the Committee and fails to submit an opinion report on the meeting's agenda to the Committee, he/she shall be deemed incapable of performing his/her duties, for which the Board of Directors shall replace such member.

**Rule 7** A working group shall be established under the Strategy Committee to be responsible for preparing meetings and implementing the resolutions of the Strategy Committee. The board secretary shall be responsible for the specific coordination work between the Strategy Committee and the Board of Directors.

### CHAPTER III DUTIES AND AUTHORITIES

**Rule 8** The duties and authorities of the Strategy Committee include:

- (I) to conduct research and provide recommendations on the Company's medium-to-long-term development strategic plans;
- (II) to conduct research and provide recommendations on the Company's significant investment and financing decisions;
- (III) to conduct research and provide recommendations on the Company's major strategic development projects;
- (IV) to conduct research and provide recommendations on other significant matters that affect the Company's development;
- (V) to inspect the matters listed above;
- (VI) to complete any other matters as authorized by the Board of Directors.

**Rule 9** The Strategy Committee shall be accountable to the Board of Directors. The proposals of the Committee shall be submitted to the Board of Directors for consideration and decision.

### CHAPTER IV WORKING PROCEDURES

**Rule 10** The Strategy Committee shall, on the basis of sufficient discussion and analysis, formulate the medium-to-long-term development plan of the Company, and submit such draft to the Board of Directors for consideration.

**Rule 11** The Strategy Committee shall be responsible for reviewing the feasibility of major investment projects prepared by the relevant departments of the Company and proposing amendment opinions. The relevant departments shall revise and improve the feasibility proposals in accordance with the Committee's review comments.

### CHAPTER V RULES OF PROCEDURES

**Rule 12** The Strategy Committee shall convene at least one meeting every year, and the notice of the meeting shall be served to all members five days prior to the meeting. The meeting shall be presided over by the Chairperson. In the event that the Chairperson is unable to attend the meeting, he/she may authorize another member to preside over the meeting.

**Rule 13** Meetings of the Strategy Committee shall not be held without the presence of no less than two-thirds of the members. Each member shall have one vote. A resolution of the meeting shall be passed by a simple majority of the votes of all members. Members attending the meeting shall sign the resolutions of the meeting.

**Rule 14** The Strategy Committee may, when necessary, invite other Directors, Supervisors, and relevant personnel from relevant departments of the Company to attend the meetings.

**Rule 15** The Strategy Committee may, if necessary, engage intermediary institutions and professionals to provide professional advice on its decisions at the expense of the Company.

**Rule 16** Minutes shall be kept for meetings of the Strategy Committee, and members attending the meeting shall sign the minutes, which shall be kept by the secretary to the Board of Directors for a period of ten years. Meeting summaries may be prepared as appropriate.

**Rule 17** The convening, voting and passing of resolutions of the meetings of the Strategy Committee shall be in compliance with the requirements under the relevant laws, regulations, the Articles of Association and these Terms of Reference.

**Rule 18** Proposals and voting results from the Strategy Committee meetings shall be reported in writing to the Board of Directors.

**Rule 19** Members of the Strategy Committee and persons attending the meetings shall keep the matters discussed at the meetings confidential and shall not disclose the relevant information without authorization of the Board of Directors of the Company.

## **CHAPTER VI SUPPLEMENTARY PROVISIONS**

**Rule 20** For any matters not covered by these Terms of Reference, the relevant laws and regulations of the PRC and the Articles of Association shall prevail.

**Rule 21** For the purposes of these Terms of Reference, the expressions “above”, “within”, “in”, “not more than”, “not less than” and “below” shall all be inclusive of the stated number; whereas the expressions “exceeding”, “beyond”, “less than”, “insufficient”, and “more than” shall all be exclusive of the stated number.

**Rule 22** The Board of Directors shall be responsible for formulating, amending and interpreting these Terms of Reference.

**Rule 23** These Terms of Reference shall take effect upon consideration and approval by the Board of Directors.