



## **UISEE Technologies (Beijing) Co., Ltd.**

### **馭勢科技(北京)股份有限公司**

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

**(Stock Code: 1511)**

**(the “Company”)**

## **Strategic Committee – Terms of Reference**

### **1. Membership**

- 1.1 The strategic committee of the Company (the “**Strategic Committee**”) must be established by the board of directors of the Company (the “**Board**”) and it must comprise a minimum of three members. Members of the Strategic Committee shall be nominated either by the chairperson of the Board, the majority of the independent non-executive directors or over one-third of the directors, and elected by the Board.
- 1.2 The chairman of the Strategic Committee must be chaired by the chairperson of the Board.
- 1.3 The term of appointment of a member of the Strategic Committee shall be determined by the Board at the time of appointment, and shall not exceed the member’s term of office as a Director.

### **2. Secretary(ies) of the Strategic Committee**

- 2.1 The company secretary(ies) of the Company shall act as the secretary(ies) of the Strategic Committee.
- 2.2 The Strategic Committee may from time to time appoint any other person of appropriate qualification and experience to act as the secretary(ies) of the Strategic Committee.

### **3. Meetings**

- 3.1 Any member or the secretary(ies) of the Strategic Committee can call for a meeting.
- 3.2 Notice of any meeting shall be given at least 14 days prior to the meeting, unless all members of the Strategic Committee unanimously agree to waive such notice. Notwithstanding the notice period, attendance by a member of the Strategic Committee at a meeting shall be deemed to constitute waiver of the notice period required for that member. No notice shall be required for any adjourned meeting held within 14 days of the original meeting.

- 3.3 The quorum necessary for the transaction of business of the Strategic Committee shall be more than half of all the members of the Strategic Committee.
- 3.4 Meetings may be attended in person or by electronic means via telephone or video conference. Members of the Strategic Committee may participate in meetings through conference calls or similar communication devices through which all persons participating in the meeting can hear each other.
- 3.5 Resolutions of the Strategic Committee shall be passed, in the case of a meeting, by more than half of all the members of the Strategic Committee.
- 3.6 A resolution passed and signed in writing by all members of the Strategic Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of the Strategic Committee meetings shall be kept by a duly appointed secretary to the meetings for the inspection of all directors. Draft and final versions of the minutes shall be circulated to all members of the Strategic Committee for their comments and records respectively, within a reasonable period after the meeting in each case.

#### **4. Attendance at Meetings**

- 4.1 Directors and senior management of the Company may be invited to attend meetings of the Strategic Committee as and when necessary.
- 4.2 Only members of the Strategic Committee shall be entitled to vote at meetings of the Strategic Committee.

#### **5. Annual General Meeting**

- 5.1 The chairman of the Strategic Committee or, in his/her absence, another member of the Strategic Committee (who must be an independent non-executive director) shall attend the Company's annual general meeting and respond to shareholders' questions at the meeting regarding the activities and responsibilities of the Strategic Committee.

#### **6. Duties and Powers**

The Strategic Committee shall have the following duties and powers:

- 6.1 studying and advising on the Company's long-term strategic development plans;
- 6.2 studying and advising on major investment and financing proposals that are subject to the approval of the Board of directors according to the Article of Association;
- 6.3 studying and advising on major working capital and assets management projects that are subject to the approval of the board of directors according to the Article of Association;

- 6.4 studying and advising on other major issues affecting the development of the Company;
- 6.5 reviewing the implementation of the above items;
- 6.6 performing other matters as assigned by the Board.

**7. Reporting**

- 7.1 The Strategic Committee shall report to the Board following each meeting.

**8. Authority**

- 8.1 The Strategic Committee may, where necessary, seek independent professional advice to fulfil its duties at the Company's expense.

*Note:* The independent professional advice can be sought via the chief financial officer or the company secretary of the Company.

- 8.2 The Strategic Committee shall be provided with adequate resources to fulfil its duties.