

RIGOL Technologies Co., Ltd.
Terms of Reference of the Strategy Committee of the Board

CHAPTER 1 GENERAL PROVISIONS

- Article 1** The Company hereby establishes the Strategy Committee and formulates these Rules of Procedure in accordance with the Company Law of the People’s Republic of China, the Articles of Association of RIGOL Technologies Co., Ltd. (the “**Articles of Association**”) and other relevant provisions in order to meet the needs of the Company’s strategic development, enhance its core competitiveness, define its development planning, improve investment decision-making procedures, strengthen the scientific basis of decision-making, improve the efficiency and quality of major investment decisions, and further improve the corporate governance structure.
- Article 2** The Strategy Committee is a special committee under the Board. Its principal function is to study the Company’s long-term development strategy and major investment decisions and to make recommendations and proposals to the Board.

CHAPTER 2 COMPOSITION

- Article 3** The Strategy Committee shall comprise three Directors.
- Article 4** Members of the Strategy Committee shall be nominated by the Chairman of the Board, more than half of the Independent Directors, or not less than one-third of all Directors, and shall be elected or removed by a majority of all Directors.
- Article 5** The Strategy Committee shall have one Chairman, who shall be responsible for presiding over the work of the Strategy Committee and shall be appointed by the Board from among the members.
- Article 6** The term of office of the Strategy Committee shall be the same as that of the Board. The members are eligible for re-election upon expiry of the term. Where a member ceases to be a director of the Company during the term, his/her membership shall be terminated automatically and the committee shall appoint a new member to fill the vacancy in accordance with the above provisions.

Article 7 The Company-level Performance Management Committee serves as the daily administrative body of the Strategy Committee. Led by the Office of the President, it is responsible for day-to-day liaison and the organisation of meetings; members of the working group need not be members of the Strategy Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The principal duties and authorities of the Strategy Committee are as follows:

1. to study and make recommendations on the Company's long-term development strategy and planning;
2. to study and make recommendations on major investment and financing proposals subject to Board approval;
3. to study and make recommendations on major capital operation and asset management projects subject to Board approval;
4. to study and make recommendations on other major matters affecting the Company's development;
5. to review the implementation of the above matters; and
6. other matters authorised by the Board.

Article 9 The Strategy Committee shall report to the Board, and its proposals shall be submitted to the Board for consideration and approval.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 10 The Company-level Performance Management Committee shall be responsible for the preparatory work for the Strategy Committee's decision-making and shall provide relevant information, including:

1. proposals, preliminary feasibility studies, and basic information on partners in respect of major investment, financing, capital operations and asset management projects submitted by relevant departments of the Company or its subsidiaries;
2. preliminary review and project initiation opinions issued by the Company-level Performance Management Committee and submitted to the Strategy Committee;

3. negotiation by relevant departments of the Company or its subsidiaries with external parties on agreements, contracts and constitutional documents, as well as preparation of feasibility studies and other statutory documents, which shall be submitted to the Company-level Performance Management Committee; and
4. organisation of review by the Company-level Performance Management Committee and submission of formal proposals to the Strategy Committee.

Article 11 The Strategy Committee shall convene meetings based on proposals submitted by the Company-level Performance Management Committee to discuss relevant matters, and shall submit the discussion results to the Board, while providing feedback to the Company-level Performance Management Committee.

CHAPTER 5 RULES OF PROCEDURE

Article 12 Meetings of the Strategy Committee shall be classified into regular meetings and extraordinary meetings. Regular meetings shall be held at least once every year, and notice of meeting shall be given to all members at least seven days in advance. Meetings shall be proposed and convened by the Chairman of the Committee and presided over by the Chairman. Where the Chairman is unable to attend, he/she may authorise another member (Independent Director) to preside over the meeting.

Article 13 A meeting of the Strategy Committee shall only be held if attended by more than two-thirds of its members. Each member shall have one vote. Resolutions of the Committee shall be passed by a majority of all members.

Article 14 Voting at Strategy Committee meetings shall be conducted by show of hands or by poll. Extraordinary meetings may be convened by way of written correspondence or other communication methods.

Article 15 Where necessary, Directors and other senior management of the Company may be invited to attend meetings of the Strategy Committee as non-voting attendees.

Article 16 Where necessary, the Strategy Committee may engage professional intermediaries to provide expert advice for its decision-making, with all relevant costs borne by the Company.

Article 17 The procedures for convening meetings, voting methods and resolutions passed by the Strategy Committee shall comply with the Articles of Association and these Rules of Procedure.

Article 18 Minutes shall be prepared for Strategy Committee meetings. Members attending the meeting shall sign the minutes. Meeting records shall be kept by the secretary to the Board.

Article 19 Resolutions and voting results of the Strategy Committee shall be submitted to the Board in writing.

Article 20 All members and attendees present at meetings shall be bound by confidentiality obligations and shall not disclose any information relating to the matters discussed at the meeting without authorisation.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 These Rules of Procedure shall take effect upon approval by resolution of the Board.

Article 22 Any matters not covered by these Rules of Procedure shall be implemented in accordance with the relevant laws and regulations of the State and the Articles of Association. In the event that these Rules of Procedure are inconsistent with any laws and regulations promulgated by the State or the Articles of Association as amended through lawful procedures, the relevant laws and regulations of the State and the Articles of Association shall prevail.

Article 23 For the purposes of these Rules of Procedure, “above” shall include the number itself, while “exceed” shall exclude the number itself.

Article 24 The Board shall be responsible for the interpretation of these Rules of Procedure.