

JIANGXI QIYUNSHAN FOOD CO., LTD. TERMS OF REFERENCE OF THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER I GENERAL RULES

Article 1 In order to accommodate the strategic development needs of Jiangxi Qiyunshan Food Co., Ltd. (hereinafter referred to as the “**Company**”), enhance the Company’s core competitiveness, determine the Company’s development plans, improve investment decision-making procedures, strengthen the scientific nature of decision-making, increase the efficiency and quality of major investment decisions, and refine the corporate governance structure, the Board of Directors of the Company has established the Strategy Committee and formulated these Terms of Reference in accordance with the Company Law of the People’s Republic of China and other relevant laws, regulations, normative documents, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), and the Articles of Association of Jiangxi Qiyunshan Food Co., Ltd. (hereinafter referred to as the “**Articles of Association**”).

Article 2 The Strategy Committee of the Board of Directors is a specialized working organization under the Board of Directors in accordance with the Articles of Association, primarily responsible for researching and providing recommendations on the long-term development strategies and significant investment decisions of the Company, and is accountable to the Board of Directors.

CHAPTER II COMPOSITION

Article 3 The Strategy Committee shall comprise three or more directors.

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

Article 5 The Strategy Committee shall have one chairman serving as the convener of the Committee, who shall be the Chairman of the Board of Directors of the Company and shall be responsible for presiding over and convening the work of the Committee.

Article 6 The term of office of the Strategy Committee shall be consistent with the term of office of the Board of Directors. Upon the expiry of the term of office, a member shall be eligible for re-election and re-appointment. During the term, if any member no longer serves as a director of the Company, such member shall automatically lose his/her qualification as a member, and the number of members shall be supplemented by the Board of Directors in accordance with relevant regulations.

Article 7 The Office of the Board of Directors of the Company shall be the day-to-day administrative body of the Strategy Committee, and shall be specifically responsible for providing work materials to the Strategy Committee, day-to-day liaison, and the organization of meetings, etc.

CHAPTER III DUTIES AND AUTHORITIES

Article 8 The main responsibilities and powers of the Strategy Committee are as follows:

- (1) to research and make recommendations on the Company's medium and long-term development strategic plan;
- (2) to research and make recommendations on major investment and financing proposals that are required to be approved by the Board of Directors under the Articles of Association;
- (3) to research and make recommendations on major capital operations and asset management projects that are required to be approved by the Board of Directors under the Articles of Association;
- (4) to research and make recommendations on other major matters that may affect the Company's development;
- (5) to inspect the implementation of the above matters;
- (6) other matters authorized by the Board of Directors.

Article 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.

Article 10 The Strategy Committee has the power to decide to engage intermediary agencies, such as corporate management consulting firms, to conduct corporate strategy validation work as it deems necessary. The term of engagement and the fees of the aforementioned intermediaries shall be determined by the Committee, and such fees shall be borne by the Company.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 11 The Office of the Board of Directors shall be responsible for the preparatory work for the decision-making of the Strategy Committee, and shall provide information on the following aspects of the Company:

- (1) the relevant departments of the Company or the persons in charge of the holding (investee) enterprises shall report the intention, preliminary feasibility reports and basic information of the partners in respect of major investment and financing, capital operation and asset management projects;
- (2) to be subject to preliminary review by the Office of the Board of Directors and filing with the Strategy Committee;
- (3) relevant departments of the Company or holding (investee) enterprises shall conduct external negotiations for agreements, contracts, articles of association, and feasibility reports, etc., and report the same to the Office of the Board of Directors;
- (4) the Office of the Board of Directors shall conduct a review and submit a formal proposal to the Strategy Committee.
- (5) The Strategy Committee shall convene meetings based on proposals from the Office of the Board of Directors to conduct discussions, and shall submit the results of such discussions to the Board of Directors and at the same time provide feedback to the Office of the Board of Directors.

CHAPTER V RULES OF PROCEDURE

Article 12 The Strategy Committee shall hold meetings from time to time. When a meeting of the Strategy Committee is convened, notice shall be given to all members three days prior to the meeting, and the meeting notice shall be accompanied by proposals with complete content. Prior to the convening of a meeting, members shall fully read the meeting materials. Notice of meetings may be given by facsimile, telephone, email, delivery by hand, mail, or other expeditious means. In the event of special circumstances where the Strategy Committee is required to make an immediate resolution, the aforementioned notice period shall not apply if all members agree to waive the notice period; where notice is not given in accordance with the aforementioned notice period, but all members attend and vote, it shall be deemed that all members have agreed to waive the notice period. The meetings shall be presided over by the Chairman; in the event that the Chairman is unable to attend, he/she may delegate another member to preside over the meeting.

Article 13 Meetings of the Strategy Committee shall be held only if more than two-thirds of its members are present; each member shall have one vote; resolutions made at any meeting must be passed by more than half of all the members.

Article 14 In principle, members of the Strategy Committee shall attend meetings of the Strategy Committee in person. Where a member is unable to attend a meeting in person for any reason, such member shall review the meeting materials in advance, form clear opinions, and appoint in writing another member to attend the meeting and exercise voting rights on his or her behalf, provided that an independent director shall appoint in writing another independent director to attend on his or her behalf. A member of the Strategy Committee who appoints another member to attend the meeting and exercise voting rights on his/her behalf shall submit a proxy form to the chairman of the meeting. The proxy form shall be submitted to the chairman of the meeting no later than before the voting at the meeting.

Article 15 The voting method at meetings of the Strategy Committee shall be a show of hands or a poll. As a general rule, meetings of the Strategy Committee shall be held in person. Provided that all participating members can fully communicate and express their opinions, meetings may be convened by way of video, telephone, or other means in accordance with procedures if necessary. If a meeting is convened by way of video, telephone or other means, members of the Strategy Committee who sign the resolutions of the meeting shall be deemed to have attended such meeting and agreed to the contents of the resolutions of the meeting.

Article 16 The head of the Office of the Board of Directors may attend meetings of the Strategy Committee, and may also invite directors and senior management of the Company to attend such meetings where necessary.

Article 17 The procedures for convening, voting methods of, and resolutions passed at meetings of the Strategy Committee must comply with the requirements of the relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 18 Complete minutes shall be kept for the meetings of the Strategy Committee. The minutes of the Committee's meetings shall record in sufficient detail the matters considered and decisions reached by the Committee, including any concerns raised or dissenting views expressed by the members. The opinions of the independent directors shall be recorded in the minutes of the meeting, and the members attending the meeting shall sign the minutes for confirmation. Minutes of meetings shall be kept by the Office of the Board of Directors of the Company for a period of at least ten years.

Article 19 The proposals adopted at the meetings of the Strategy Committee and the voting results thereof shall be submitted to the Board of Directors of the Company in writing.

Article 20 All members present at the meetings have a duty of confidentiality in respect of the matters discussed at the meetings and shall not disclose any relevant information without authorization.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 21 In these Terms of Reference, the term “above” shall include the given figure,, and the term “over” shall not include the given figure.

Article 22 Any matters not covered in these Terms of Reference shall be handled in accordance with the relevant provisions of national laws and regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association. In the event of any conflict between these Terms of Reference and the provisions of the laws, regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association effective from time to time, the provisions of the laws, regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association effective from time to time shall prevail.

Article 23 Upon consideration and approval by the Board of Directors, these Terms of Reference shall come into effect and be implemented from the date on which the H Shares of the Company publicly offered are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited. With effect from the date on which these Terms of Reference become effective, the Company’s original “Terms of Reference of the Strategy Committee of the Board of Directors” shall automatically cease to be effective. Where these Terms of Reference need to be revised in light of changes in actual circumstances, the Strategy Committee shall propose a draught of amendments and submit the same to the Board of Directors for consideration and approval.