



RONGTA

Rongta Technology (Xiamen) Group Co., Ltd.

容大合眾(廈門)科技集團股份公司

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

(Stock Code: 9881)

RULES OF PROCEDURE OF THE STRATEGY COMMITTEE OF THE BOARD

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to enhance the decision-making function of the Company, optimize the composition of the board of directors and improve its corporate governance structure, the Company has established the strategy committee of the board of directors and formulated these rules of procedure pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), Articles of Association of Rongta Technology (Xiamen) Group Co., Ltd. (hereinafter referred to as the “**Articles of Association**”) and other relevant regulations.

Article 2 The strategy committee of the board of directors is a specialized working body established by the board of directors, primarily responsible for (i) research and making recommendations to the board of directors on the long-term development strategies and plans, the major financing plans of the Company and other major strategic issues influencing the development of the Company; and (ii) examining the implementation of the above matters.

Article 3 The provisions of the Company Law and the Articles of Association in relation to the obligations of the directors apply to the members of the strategy committee.

CHAPTER 2 COMPOSITION

Article 4 The strategy committee shall consist of at least five directors.

Article 5 Members of the strategy committee shall be nominated by the chairman of the board of directors, a simple majority of independent non-executive directors, or more than one-third of the board members, and shall be elected by the board of directors.

Article 6 The strategy committee shall have a chairman, who shall be responsible for taking charge of the work of the committee and serve as the convener. The chairman shall be elected among committee members and the election shall be reported to the board of directors for approval.

Article 7 A member of the strategy committee shall have a term of office consistent with the term of the board of directors and shall be eligible for re-election on the expiry on his/her term. Where a member ceases to be a director of the Company, he/she will automatically cease to be qualified as a member of the committee, and the causal vacancy shall be filled by the person elected by the committee in accordance with Articles 4 to 6 above.

CHAPTER 3 DUTIES AND AUTHORITY

Article 8 The main duties and authority of the strategy committee shall be as follows:

- (1) to review and make suggestions for the long-term development strategies and plans of the Company;
- (2) to review and make suggestions for major financing plans of the Company;
- (3) to review and make suggestions for any major strategic issues influencing the development of the Company;
- (4) to follow up and examine the implementation of above matters; and
- (5) other duties as conferred by the Board.

Article 9 The strategy committee shall be accountable to the board of directors. Proposals made by the committee shall be submitted to the board of directors for consideration and approval.

Article 10 Relevant departments of the Company shall cooperate with the strategy committee to perform its duties. Expenses to be incurred in the ordinary operation of the strategy committee shall be borne by the Company.

CHAPTER 4 SYSTEM OF MEETINGS

Article 11 The strategy committee shall convene meetings when necessary on non-regular basis and notify all members three days before the meeting is convened. The meeting shall be presided over by the chairman, or where the chairman is unable to attend the meeting, he/she may appoint another member to preside over it. If the chairman fails to perform his/her duties or designate other members to perform on his/her behalf, any of the members may report to the board of directors, and the board of directors shall designate a member to perform the duties of the chairman.

Article 12 The quorum of a meeting of the strategy committee shall be more than three-fifths of the members. Every member shall have one vote. Resolutions made at the meetings shall be passed by a simple majority of the members.

A meeting of the strategy committee may be convened by way of a written circular signed by all members. Written proposals may be dispatched by fax, courier or by hand or other methods to all committee members. Committee members shall return the original copies to the Company for filing after casting vote on the proposals. A proposal signed by consenting members satisfying the number of votes required hereunder shall become an effective resolution of the committee.

Article 13 At the meetings of the strategy committee, voting shall be made by a show of hands or by poll; extraordinary meetings may be convened by means of correspondence voting.

A member of the strategy committee may attend the meeting in person or appoint another member in writing to attend to and exercise voting rights at the meeting on his/her behalf. If a member of the strategy committee appoints another member to attend to and exercise voting rights at the meeting on his/her behalf, he/she shall submit a power of attorney to the chairman of the meeting, and the power of attorney shall specify the scope of authorization. The power of attorney shall be delivered to the chairman of the meeting no later than a vote is taken at the meeting.

Article 14 The strategy committee may invite directors, supervisors and other senior management of the Company to attend the meeting where necessary.

Article 15 The strategy committee may engage intermediaries to provide professional advice for its decision-making when necessary at the expense of the Company.

Article 16 Procedures for convening and voting methods of meetings of the strategy committee as well as the resolutions passed thereat shall be in compliance with requirements of the relevant laws, regulations, relevant requirements of the stock exchange where the shares of the Company are listed, the Articles of Association and these rules of procedure.

Article 17 The strategy committee shall keep meeting minutes, which shall record the matters considered and resolutions passed at the meetings in detail, including any doubts or objections raised by members, and shall be circulated to every member for review and confirmation. The meeting minutes shall be signed by the members attending the meetings.

Article 18 The resolutions passed at the meeting and poll results of the meeting of the strategy committee shall be reported to the board of directors in writing.

Article 19 Members present at meetings shall be obliged to keep all matters discussed at the meetings confidential and shall not disclose the relevant information without authorization.

CHAPTER 5 ABSTENTION FROM VOTING

Article 20 When a member of the strategy committee has an interest of conflict, directly or indirectly, in respect of any matter discussed at the meeting, such member shall abstain from voting on the relevant proposals.

Where the number of members attending the meeting is less than the quorum specified in these rules of procedure after the interested members abstain from voting, all members (including the interested members) shall resolve on procedural issues including submitting the proposal to the board of directors for consideration. Such proposal shall be considered by the board of directors.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 These rules of procedure and any amendments hereto have been considered and approved by the board of directors and shall take effect from the date of the initial public offering of H Shares of the Company and its listing on The Stock Exchange of Hong Kong Limited.

Article 22 Matters not covered in these rules of procedure shall be implemented in accordance with the provisions of the relevant laws and regulations of the state, the listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association. In case of any conflict between these rules of procedure and laws and regulations promulgated by the state from time to time, the listing rules of the stock exchange of the place where the shares of the Company are listed or the Articles of Association as legally amended, the relevant laws and regulations of the PRC, the listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association shall prevail and these rules of procedure shall be amended timely.

Article 23 The rights of interpretation of these rules of procedure shall be vested in the board of directors.