



IRICO

彩虹集團新能源股份有限公司

IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

**Terms of Reference and Organizational Rules of
the Strategy Committee of the Board of Directors of
IRICO GROUP NEW ENERGY COMPANY LIMITED**

- Article 1** In order to meet the strategic development needs, enhance the core competitiveness, improve the formulation of development plans and investment decision-making procedures, and enhance the efficiency and quality of major investment decisions of RICO Group New Energy Company Limited* (the “**Company**”), these Terms of Reference and Organizational Rules (the “**Organizational Rules**”) for the Strategy Committee (the “**Committee**”) of the Board of Directors of the Company are formulated in accordance with the Company Law of the People's Republic of China (the “**Company Law**”) and the Articles of Association of the Company for compliance.
- Article 2** The Committee shall comprise five (5) directors. The Company should provide sufficient resources as required by the Committee to enable it to fulfill its duties.
- Article 3** Matters relating to the powers and functions of the Committee shall be governed by the Organizational Rules, except as otherwise provided by law or the Articles of Association.
- Article 4** The Company shall publish the contents of the Organizational Rules on the website of the Company and the Stock Exchange for reference. The purpose is to disclose the terms of reference of the Committee, explain its role, and clarify the authority delegated to it by the Board of Directors.

Article 5 In accordance with the provisions of Article 4, the Committee shall perform the following primary duties:

- (1) Conduct pre-review of the medium-to-long term development plans and investment plans formulated by the Company, and submit the review results to the Board of Directors for deliberation;
- (2) Review and assess the major investment, financing, capital operation and other major matters that affect the Company's development and require the approval of the Board of Directors, and make suggestions to the Board of Directors;
- (3) Perform a review of the Company's medium-to-long term development plans at least annually, and submit proposed amendments to the Board of Directors in a timely manner as appropriate;
- (4) Research proposals for significant asset disposal matters that require approval by the Board of Directors under the Articles of Association, and make suggestions to the Board of Directors; and
- (5) Other matters authorized by the Board of Directors.

Article 6 Where a matter arises in relation to the handling of duties specified in the preceding Article in which a member of the Committee has a material interest or which may harm the interests of the Company, such member shall proactively recuse himself/herself.

Article 7 The complete minutes of the Committee's meetings shall be maintained by the duly appointed meeting secretary (typically the secretary to the Board). The initial draft and final version of the minutes shall be circulated to all members of the Committee within a reasonable time after the meeting. The initial draft is for members' review and comments, and the final version is for their records.

Article 8 The Committee shall meet at least once annually and may convene additional meetings as and when necessary.

Article 9 Where necessary, the Committee shall invite members of the management to attend its meetings and provide relevant information.

- Article 10** Where the chairperson of the Committee is on leave, unable to convene a meeting for any reason, or is required to recuse himself/herself pursuant to Article 6, he/she shall designate another director of the Committee to act as his/her proxy. Should the chairperson fail to make such designation, the other members of the Committee shall elect a director to serve as the proxy. A meeting of the Committee shall be convened by providing a notice stating the reasons for convening the meeting to all members at least seven (7) days in advance. This requirement shall not apply in case of urgent matters.
- Article 11** Where the agenda of the Committee meeting shall be prepared by the chairperson, proposals shall also be provided for discussion by the Committee.
- Article 12** Unless otherwise provided by applicable law or the Articles of Association, any resolution of the Committee shall require the presence of at least two-thirds of its members and be approved by a majority of the members present. If, upon inquiry by the chairperson of the Committee, no objection is raised, the resolution shall be deemed adopted with the same effect as if it had been approved by a vote.
- Article 13** Resolutions of the Committee shall be recorded in the meeting minutes, which shall be signed by the directors present at the meeting and the minute-taker. The minutes shall be distributed to all members of the Committee and submitted to the Board of Directors within twenty (20) days after the meeting.
- Article 14** The meeting minutes shall include the year, month and day of the meeting, the venue or method of meeting, the name of the chairperson, the method of passing resolutions, a summary of the proceedings, and the results of the meeting. Such minutes shall be retained for a period of not less than five (5) years.
- Article 15** Members of the Committee shall faithfully perform the duties stipulated in the Organizational Rules, remain accountable to the Board of Directors, and submit proposals to the Board of Directors for consideration.
- Article 16** For matters resolved by the Committee, the implementation thereof is authorized to be carried out by the chairperson or other members of the Committee, who shall provide written or oral reports to the Committee during the execution period.
- Article 17** The Organizational Rules shall come into effect upon consideration and approval by the Board of Directors. The same procedure shall apply to any amendment.