

SINOFERT HOLDINGS LIMITED
(“Company”)
(Stock Code: 297)

TERMS OF REFERENCE OF
STRATEGY COMMITTEE
(“Committee”)

Membership

1. Members of the Committee shall be appointed by the board of directors (“Board”).
2. Members of the Committee must be directors of the Company. In principle, members include the chairman of the Board, the executive director and chief executive officer, the executive director and chief financial officer, and at least one independent non-executive director. The number of Committee members has no upper limit, and the composition may be revised as determined and appointed by the Board from time to time.
3. The chairman of the Committee shall be appointed by the Board.

Secretary

4. The Company Secretary or a nominee shall act as the secretary of the Committee.
5. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

Frequency and proceedings of meetings

6. The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
7. The chairman of the Committee may convene additional meetings at his discretion.
8. The quorum of a meeting shall be two members of the Committee. The Committee may invite individuals to attend meetings of the Strategy Committee and provide assistance when necessary.

Duties, responsibilities and powers

9. The Committee shall have the following duties and responsibilities:
 - (a) Study and make recommendations on the Company's mid- to long-term development strategies;

- (b) Review and make recommendations on the Company's mid- to long-term strategic goals and business development plans;
 - (c) Review the Company's business policies and mid- to long-term investment and/or financing plans;
 - (d) Study and make recommendations on other major matters affecting the development of the Company;
 - (e) Review the implementation of the above matters; and
 - (f) Other duties as authorized by the Board.
10. The Committee may, when it deems appropriate, request the following information from the Company to assist the Committee in its operation and performance of its functions:
- (a) Basic information and relevant materials regarding the Company's major decisions (including but not limited to letters of intent and preliminary feasibility reports on major investments and financings, major capital operations and major asset management projects);
 - (b) Basic information and relevant materials regarding the Company's operational plan and strategic development plan;
 - (c) Basic information and relevant materials regarding the Company's major organizational adjustments and institutional layout plans;
 - (d) If necessary, an intermediary agency or relevant experts can be hired to provide consulting opinions on the above matters; and
 - (e) Such other materials that are necessary for the performance of the Committee's duties.
11. The Committee shall be provided with sufficient resources to enable it to perform its duties, including the resources for seeking independent advice.

Reporting Procedures

12. The Committee shall report to the Board on a regular basis. At the meeting of the Board, the chairman of the Committee or any members delegated by the Committee shall report the findings and recommendations of the Committee to the Board.

Availability and Update of the Terms of Reference

13. These terms of reference may be updated, revised or revoked by the Board as and when necessary in light of the changes in circumstances and changes in the regulatory requirements in Hong Kong, provided that no amendments to and revocation of these terms of reference shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of

reference had not been amended or revoked.

14. These terms of reference or its updated and revised versions should be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited.
15. These terms of reference shall be available upon request by the shareholders of the Company.