

**山東省國際信託股份有限公司**  
**SHANDONG INTERNATIONAL TRUST CO., LTD.**  
*(Stock code: 1697)*

**Terms of Reference for the Trust and  
Consumer Rights Protection Committee  
under the Board of Directors**

**Chapter 1 General Provisions**

**Article 1** In order to standardize the decision-making mechanism of the board of directors (hereinafter referred to as the “Board”) of Shandong International Trust Co., Ltd. (hereinafter referred to as the “Company”), prevent operational risks, and ensure stable operation of the Company, the Company has established the trust and consumer rights protection committee under the Board and formulated these terms of reference in accordance with relevant laws, regulations, normative documents, the Articles of Association of Shandong International Trust Co., Ltd. (hereinafter referred to as the “Articles”) and the Procedural Rules for the Board of Directors of Shandong International Trust Co., Ltd. (hereinafter referred to as the “Procedural Rules for the Board”).

**Article 2** The trust and consumer rights protection committee is a specialized committee established under the Board which exercises its authority within the scope of authorization as stipulated under the Articles and authorized by the Board.

**Article 3** The trust and consumer rights protection committee shall be accountable to and report its work to the Board.

**Chapter 2 Composition**

**Article 4** The trust and consumer rights protection committee shall consist of no less than three directors. The members of the trust and consumer rights protection committee shall be elected by the Board.

**Article 5** A member of the trust and consumer rights protection committee shall serve for a term of three years and may be re-appointed. Replacement of the members of the trust and consumer rights protection committee shall be subject to approval of the Board by way of resolution.

**Article 6** The trust and consumer rights protection committee shall have one chairman to be acted by an independent director appointed by the Board. The chairman shall be responsible for presiding over the work of the trust and consumer rights protection committee.

**Article 7** The term of office of a member of the trust and consumer rights protection committee shall be the same as his term of office in the Board, and may be re-elected and re-appointed upon expiration of his term of office. A member of the committee shall be automatically disqualified if he ceases to be a director of the Company during his term of office.

### **Chapter 3 Major Duties**

**Article 8** The duties of the trust and consumer rights protection committee are:

- (1) to examine the due payment of trust business of the Company and the realization of the interests of beneficiaries;
- (2) to supervise the management and utilization of collective trust properties;
- (3) to conduct regular evaluation for operation of the trust business of the Company and provide advice and suggestions for the development of trust business of the Company;
- (4) to consider specific measures for protecting the interests of the beneficiaries when the interests of the Company or shareholders conflict with those of beneficiaries, and urge the Company to perform its entrusted duties according to laws to practically protect the legitimate interests of principal and beneficiaries;
- (5) to review the work for protection of consumers' rights of the Company;
- (6) other responsibilities stipulated by the Board.

**Article 9** The trust and consumer rights protection committee shall report its decisions and recommendations to the Board, unless the matters to be reported conflict with the general responsibilities of the trust and consumer rights protection committee, or the matters shall not be reported due to restrictions imposed by the laws, regulations or regulatory provisions.

### **Chapter 4 Working System**

**Article 10** The trust and consumer rights protection committee may be convened in the form of meeting or in the form of circulation of written resolution.

**Article 11** The trust and consumer rights protection committee may convene a meeting to review the project if it considers that the trust business thereunder causes damages to the interests of beneficiaries.

If the Company considers that the interests of the Company are in conflict with the interests of beneficiaries, the Company may request the trust and consumer rights protection committee to convene a meeting to consider the project, and the Company shall propose a preliminary solution.

The trust and consumer rights protection committee may convene a meeting to review the work for protection of consumers' rights if it considers that the interests of consumers will be damaged.

**Article 12** The meetings of the trust and consumer rights protection committee shall be convened and presided over by the chairman. The chairman may appoint other members to convene and preside over the meeting.

**Article 13** The meetings of the trust and consumer rights protection committee meetings shall only be convened when two-thirds or more of the members are present. Members shall attend the meetings of the trust and consumer rights protection committee in person. If a member is unable to attend the meeting for any reason, he may appoint another member as his proxy to attend the meeting and vote on his behalf in writing.

In such case, he shall issue a written power of attorney and specify the licensing rights of authorization for the proxy.

Members who fail to attend such meeting and fail to appoint another member as his proxy to attend such meeting on his behalf will be deemed to have abstained from voting on such meeting.

**Article 14** The Company shall give notice to all members and other attendees at least three days before convening of the meeting and deliver the agenda to all members in time.

**Article 15** The voting of the trust and consumer rights protection committee shall be subject to adequate discussion and each member shall fully and expressly voice their opinions. The voting shall be conducted by way of poll in real name and each member who attends the meeting has one vote, and shall complete the Opinion Form on Voting by the trust and consumer rights protection committee under the Board (please see the attachment) when expressing opinions.

A member may cast affirmative votes or agree in principle or cast dissenting votes. Those who agree in principle or cast dissenting votes shall express their opinions.

The matters discussed shall be passed upon obtaining the agreement (including agreement in principle) by more than two-thirds (two-thirds inclusive) of all members.

Those members who have connected relationship in the voting matters shall abstain from voting when members expressing their opinions.

**Article 16** An administrative office of the trust and consumer rights protection committee of the Company is established in the trust finance department (operation centre), mainly responsible for the following functions:

- (1) to prepare the subject matter and the agenda of the meeting based on the topics submitted by the Company, and to notify all members and other attendees;
- (2) to prepare minutes of the meeting;
- (3) to draft the resolutions of the meeting;
- (4) to maintain documents including minutes and resolutions of the meeting and file them in time;
- (5) other matters as assigned by the trust and consumer rights protection committee.

**Article 17** The minutes of the meetings of the trust and consumer rights protection committee shall include the following information:

- (1) the date and venue of the meeting and the convener's name;
- (2) the names of the members present, the members absent, the proxies and the observers;
- (3) the subject matter of the meeting;
- (4) the summary of speech given by the members and observers;
- (5) the matters voted on and the voting results.

**Article 18** The resolutions of the meeting of the trust and consumer rights protection committee shall include the following information:

- (1) the method by which the meeting is convened, date and venue of the meeting and the convener's name;
- (2) the names of the members present, the members absent, the proxies and the observers;

- (3) the matters voted on and the voting results;
- (4) other matters that shall be explained and recorded in the resolutions.

**Article 19** The results of the subjects considered and discussed at the meetings of the trust and consumer rights protection committee shall be dispatched to each member by way of resolutions upon review and confirmation by the attending members.

**Article 20** Members who attend the meetings shall not disclose any unpublished resolutions or confidential information of such meetings.

## **Chapter 5 Miscellaneous**

**Article 21** In these terms of reference, the terms “not less than” and “at least” include the figure itself, while the term “more than one half” does not include the figure itself.

**Article 22** These terms of reference shall be effective together with the amended Articles upon consideration and approval by the Board and approval on the amended Articles by Shandong Office of National Financial Regulatory Administration (hereinafter referred to as “Shandong Regulatory Office”). The prevailing Terms of Reference for the Trust and Consumer Rights Protection Committee under the Board of the Company will be repealed since then. Upon consideration and approval by the Board and before the approval by Shandong Regulatory Office, the amended Terms of Reference for the Trust and Consumer Rights Protection Committee under the Board may be implemented with reference to the prevailing terms of reference.

**Article 23** Matters which are not provided for in these terms of reference shall be governed by the requirements of the relevant laws, regulations, rules, normative documents, the Articles and the Procedural Rules for the Board. If these terms of reference conflict with any requirements of the laws, regulations, rules, normative documents, the Articles and the Procedural Rules for the Board, requirements of the laws, regulations, rules, normative documents, the Articles and the Procedural Rules for the Board shall prevail.

**Article 24** The Board of the Company shall have the right to interpret these terms of reference.

**Attachment**

**The Opinion Form on Voting by Trust and  
Consumer Rights Protection Committee under the Board**

<b>Issues to be discussed</b>	
<b>Name of committee members</b>	
<b>Voting opinion</b>	
<b>Explanation on opinion</b>	<p style="text-align: right;"><b>Signature:</b> _____ <b>Date:</b> _____</p>

Explanation on filling in the form: write “agree”, “agree in principle” or “disagree”, and members voting on “agree in principle” or “disagree” shall provide brief reasons in the column of Explanation on opinion. Additional pages may be attached for abundant contents. Voting on behalf of others shall be specified when signing.

(If there is any inconsistency between the English and Chinese version of these terms of reference, the Chinese version shall prevail.)