



Laopu Gold Co., Ltd.*
老鋪黃金股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6181)

Terms of Reference – Strategy Committee

Chapter 1 General Provisions

- Article 1** Laopu Gold Co., Ltd. (the “**Company**”) has established a strategy committee under the board of directors (the “**Strategy Committee**”), in an effort to accommodate the needs of strategic development of the Company, strengthen its core competitiveness, optimize its procedures for making investment decisions, enhance the scientificity of its decision-making process, and improve the effectiveness and quality of investment decisions. Pursuant to the Company Law of the People’s Republic of China (the “**Company Law**”), the Articles of Association of the Company (the “**Articles of Association**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other relevant regulations, this terms of reference are hereby formulated in an effort to strengthen and standardize the consideration and decision-making procedures of the Strategy Committee and to ensure the smooth progress of various tasks.
- Article 2** The Strategy Committee is a specific committee established by the board of directors. Its main responsibilities are to conduct research and submit proposals regarding the long-term development strategies and major development decisions of the Company.

Chapter 2 Composition

- Article 3** The Strategy Committee shall comprise at least three directors.
- Article 4** Members of the Strategy Committee shall be nominated by the chairman/chairlady of the board, more than half of the independent non-executive directors or one-third of all directors and shall be elected by the board of directors.
- Article 5** The Strategy Committee shall have a chairperson (“**Chairperson**”) who shall be appointed by the board of directors and is responsible for presiding over the work of the Strategy Committee.
- Article 6** The term of office of the Strategy Committee shall be the same as that of the board of directors. Each member of the Strategy Committee shall be eligible for re-election upon expiry of his or her term of office. During such period, if any member of the Strategy Committee ceases to be a director of the Company, his or her membership in the Strategy Committee shall lapse automatically, and the vacancy shall be filled by the person elected by the board of directors according to this terms of reference.

* *For identification purpose only*

Article 7 The Strategy Committee shall establish an investment review panel, the head of which shall be served by the Chairperson of the Strategy Committee.

Chapter 3 Secretary

Article 8 The role of the secretary of the Strategy Committee shall be served by any of the Company secretary or joint Company secretaries.

Article 9 The Strategy Committee could from time to time appoint other persons with appropriate qualifications and experience as the secretary of the Strategy Committee.

Chapter 4 Duties and Powers

Article 10 The Strategy Committee shall have the following primary duties and authorities:

- (i) to study and make recommendations on the long-term development and strategic planning of the Company;
- (ii) to study and make recommendations on major investment and financing schemes which require the approval of the board of directors as required by the Articles of Association;
- (iii) to study and make recommendations on major capital operations and asset management projects which require the approval of the board of directors as required by the Articles of Association;
- (iv) to study and make recommendations on other major issues that may affect the development of the Company;
- (v) to check the implementation of the above matters; and
- (vi) to deal with other matters authorized by the board of directors.

Article 11 The Strategy Committee shall be accountable to the board of directors. The proposals provided by the Strategy Committee shall be submitted to the board of directors for consideration and approval.

Article 12 The Strategy Committee is authorized by the board of directors to seek any necessary information from the directors, supervisors, senior management and employees of the Company. The Strategy Committee shall be provided with sufficient resources to perform its duties.

Article 13 The Chairperson or (if absent) another member of the Strategy Committee shall attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the Strategy Committee at such meetings.

Chapter 5 Decision-making Procedures

Article 14 The investment review panel shall be responsible for the preliminary preparatory work for the decision-making procedures of the Strategy Committee and providing the following written information of the Company:

- (i) the person-in-charge of relevant departments of the Company, the subsidiaries or enterprises in which the Company has equity interests shall submit the intentions of major investment and financing, capital operation and assets operation projects, the preliminary feasibility reports and general information of the partners;
- (ii) the investment review panel shall carry out a preliminary review and generate a written opinion on the approval of the project, which shall be filed to the Strategy Committee;
- (iii) the relevant departments of the Company, the subsidiaries or enterprises in which the Company has equity interests shall report the external investment agreements, contracts, articles of association, feasibility reports, etc. to the investment review panel; and
- (iv) the investment review panel shall conduct a review thereon, issue a written opinion, and make a formal proposal to the Strategy Committee.

Article 15 The Strategy Committee shall convene meetings based on the proposal submitted by the investment review panel to discuss and the discussion result shall be submitted to the board of directors and be reflected to the investment review panel.

Chapter 6 Rules of Procedures

Article 16 A notice shall be given to all members three days before the date of a meeting of the Strategy Committee. The meeting shall be presided over by the Chairperson, and in case the Chairperson is unable to attend, he or she may appoint another member of the Committee to preside over the meeting on his or her behalf. Such notice may be waived with the unanimous consent of all members of the Committee. Notwithstanding the notification period, the attendance of the member of the Strategy Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.

Article 17 The quorum of a meeting of the Strategy Committee shall be not less than two-thirds of the members. Each member shall have one vote. A resolution of the meeting must be passed by more than half of all the members of the Committee. In the event that the Committee is unable to form a valid opinion on a certain matter due to the withdrawal of any of its members, such matter shall be examined and reviewed directly by the board of directors.

Article 18 Voting at a meeting of the Strategy Committee shall be taken by an on-site poll. An extraordinary meeting may be convened in the form of a online vote, where all attendants shall be able to hear each other via telecommunication devices.

As long as all the members may fully express their opinions, the Strategy Committee may pass a written resolution without convening a meeting, provided that it shall comply with the advance notice requirements of this terms of reference and such resolution shall be circulated to all members of the Strategy Committee. After the resolution was signed by such number of people required to pass a resolution under this terms of reference, such resolution shall come into effect on the date the resolution was signed by the last signing member.

Article 19 The Strategy Committee may invite directors, supervisors and other senior management of the Company to attend its meetings if necessary. However, only the members of the Strategy Committee are entitled to vote.

Article 20 The Strategy Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.

Article 21 The procedures for convening of a meeting of the Strategy Committee, its voting methods and resolutions to be passed at such meeting must comply with the provisions of relevant laws, regulations, the Articles of Association and this terms of reference.

Article 22 The Strategy Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings that shall be kept by the secretary to the board of directors of the Company or the secretary of the Strategy Committee and be available for review by the directors. The draft and the final version of the minutes shall be delivered to all members of the Strategy Committee within a reasonable period of time after the meeting. The draft is for expressing opinion among the members and the final version is for record keeping.

Article 23 Resolutions passed and voting results at a meeting of the Strategy Committee shall be reported in writing to the board of directors of the Company.

Article 24 Members of the Strategy Committee present at a meeting shall keep confidential of all matters discussed at the meeting and shall not disclose such information without authorization.

Chapter 7 Supplementary Provisions

- Article 25** After the approval by the board of directors, this terms of reference shall come into effect and be implemented upon the initial public offering of H shares of the Company overseas and its listing and trading on the The Stock Exchange of Hong Kong Limited. The terms of reference of the Strategy Committee of the board of directors of the Company that are currently in force shall automatically lapse from the effective date of this terms of reference.
- Article 26** For any matters not covered in this terms of reference, the relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the relevant provisions of the Articles of Association shall apply. If the relevant provisions of this terms of reference contravene with the laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority and the Articles of Association as enacted or amended in the future, such relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised Articles of Association shall prevail.
- Article 27** The power of interpretation of this terms of reference shall be vested in the board of directors of the Company.
- Article 28** In case of any inconsistency with the Chinese version of these terms, the Chinese version shall prevail.