



Shanghai Voicecomm Information Technology Co., Ltd.*

上海声通信息科技股份有限公司

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

(Stock code: 2495)

Terms of Reference of the Strategy Committee of the Board of the Company

Chapter 1 General Provisions

Article 1 In order to accommodate the needs of strategic development of Shanghai Voicecomm Information Technology Co., Ltd.* (the “**Company**”), strengthen its core competitiveness, optimize its procedures for making investment decisions, enhance the rationality of its decision-making process, and improve the effectiveness and quality of its investment decisions, the Company has set up a Strategy Committee (the “**Strategy Committee**”) under the Board of Directors (the “**Board**”), and hereby formulated these terms of reference pursuant to the Company Law of the People’s Republic of China (the “**Company Law**”), the Articles of Association of Shanghai Voicecomm Information Technology Co., Ltd.* (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, so as to optimize the consideration and decision-making procedures of the Strategy Committee and ensure the smooth progress of various tasks.

Article 2 The Strategy Committee is a specific committee set up by the Board. 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 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.

Article 5 The Strategy Committee shall have a chairperson (the “**Chairperson**”) who shall be appointed by the Board and shall be responsible for presiding over the work of the Committee.

Article 6 The term of office of the Strategy Committee shall be the same as that of the Board. Each member of the Committee shall be eligible for re-election upon expiry of his or her term of office. During such period, if any member of the Committee ceases to be a director of the Company, his or her membership in the Committee shall lapse automatically, and the vacancy shall be filled by the person elected by the Board according to these terms of reference.

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.

* For identification purpose only

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 may from time to time appoint other person with appropriate qualifications and experience as the secretary of the Strategy Committee.

Chapter 4 Duties and Authorities

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 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 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.

Article 11 The Strategy Committee is accountable to the Board, and proposals from the Committee shall be submitted to the Board for consideration and approval.

Article 12 The Strategy Committee is authorized by the Board to request any necessary information from the directors, supervisors, senior management, and employees of the Company within its scope of responsibilities. The Strategy Committee must be provided with adequate resources so as to fulfill its duties.

Article 13 The Chairperson (if absent) or another member of the Strategy Committee shall attend the Company's annual general meetings and respond to questions from the shareholders regarding the activities and responsibilities of the Strategy Committee.

Chapter 5 Decision-making Process

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

- (I) The person-in-charge of relevant departments of the Company or the subsidiaries or enterprises in which the Company has equity interests shall submit the intentions of significant investment and financing, capital operation, assets management projects, preliminary feasibility reports and general information of the partners;
- (II) The investment review panel shall carry out preliminary review and put forward a written opinion on the approval of the project, which shall be filed to the Strategy Committee;
- (III) The relevant departments of the Company or 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;
- (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 for discussion and the discussion result shall be submitted to the Board and 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 of the Committee, 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 notice period, attendance of the member of the Strategy Committee at the meeting will be considered as a waiver of the required notice period by that member.

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 Strategy 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.

Article 18 Voting at a meeting of the Strategy Committee shall be taken by a poll. An extraordinary meeting may be convened in the form of communication voting, 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 these terms of reference and such resolution shall be circulated to all members of the Committee. After the resolution was signed by such number of people required to pass a resolution under these terms of reference, such resolution shall come into effect on the date the resolution was signed by the last signing member.

Article 19 Directors, supervisors and other senior management of the Company may be invited to attend the meetings of the Strategy Committee, if necessary. However, only members of the Strategy Committee are entitled to vote at a meeting of the Strategy Committee.

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 these 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, which shall be kept by the secretary of the Board of the Company or the secretary of the Strategy Committee for the review of the directors. The initial draft and final version of meeting minutes should be sent to all members of the Strategy Committee within a reasonable period after the meeting. The initial draft is for the members to provide feedback, while the final version serves as the official record.

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

Article 24 Members of the 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 Once approved by the Board, these terms of reference shall become effective and be implemented upon the initial public offering of the H shares of the Company and from the date of its listing and trading on the Stock Exchange of Hong Kong Limited.

Article 26 For any matters not covered in these 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 these 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 right of interpretation of these terms of reference shall be vested in the Board of the Company.

Article 28 In case of any discrepancies between the Chinese and English versions of these terms of reference, the Chinese version shall prevail.