



CNQC INTERNATIONAL HOLDINGS LIMITED

青建國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code:1240)

STRATEGY AND INVESTMENT COMMITTEE

Terms of Reference

1. Organization

The board (“**Board**”) of directors (“**Directors**”) of the CNQC International Holdings Limited (“**Company**”) has on 22 March 2016 resolved to set up a strategy and investment committee of the Board (“**Committee**”).

2. Objective

The Committee is responsible for the setting up of policy to guide the Company’s investments and to maximize return on the Company’s cash reserves having regard to the risk involved. The Committee is accountable to the Board.

3. Composition

3.1 The Committee shall comprise Directors who are appointed or removed by the Board. If any member of the Committee (“**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board. The Committee must comprise a minimum of three (3) Members, at least one of whom is an independent non-executive Director.

3.2 The Chairman of the Committee shall be appointed by the Board.

4. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

5. Powers

5.1 The Board authorizes the Committee to seek any information it requires from any employees of the Company and its subsidiaries and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

- 5.2 The Board authorizes the Committee to obtain, at the Company's expenses, external legal or other independent professional advice on or assistance to any matters within these terms of reference as it considers to be necessary to help it fulfill its duties;
- 5.3 The Board authorizes the Committee to have access to sufficient resources in order to perform its duties;
- 5.4 The Board authorizes the Committee to review annually these terms of reference and their effectiveness in the perform of its duties and to make recommendation to the Board any changes it considers necessary; and
- 5.5 The Board authorizes the Committee to exercise such powers as the Committee may consider necessary and expedient for the proper performance of their duties under section 6 below.

6. Duties

The duties of the Committee are as follows:

- 6.1 to formulate and review the investment strategy, annual investment plan and the relevant risk management policy of the Company and make recommendations to the Board;
- 6.2 to review and evaluate the investment projects, and to consider the overall investment direction and the Company's long term business development (including the mergers and acquisition and equity investment) to be carried out by the Company's investment team and make recommendations to the Board;
- 6.3 to explore, study and make recommendations to the Board on the major investment and financing opportunities or solutions; the major capital investment and assets management; and other significant investment matters which may have effect on the development of the Company;
- 6.4 to supervise the implementation of the above-mentioned matter duly approved by the Board; and
- 6.5 to carry out any other duties as may be determined from time to time by the Board.

7. Meetings of the Committee

7.1 Number of meeting

There shall be at least one meeting of the Committee annually to be convened and held in accordance with paragraph 7.4 below. Any two Members may demand meeting to be convened if required.

7.2 Notice of meeting

Unless waived by all Members on notice, the secretary to the Committee shall give not less than three (3) days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

7.3 Quorum

The quorum of the Committee meeting shall be three (3) Members of the Committee. One of which should be an independent non-executive director.

7.4 Conducting the meetings

Meetings could be convened by attending in person, by telephone or video conference or similar arrangements which Members could communicate to each other. With consent by all Members, resolutions of the Committee could be passed by written resolutions.

7.5 Resolutions

Other than written resolutions as stated in paragraph 7.4 above, any resolution shall be passed by the majority votes of the Members who attend the meeting.

7.6 Invitations

The chief financial officer of the Company shall be required to attend Committee meetings in general, unless requested otherwise by the Committee. The Committee could invite other Directors of the Board, the company secretary of the Company, senior management of the Company, external advisers or other individuals to attend the meetings if the Committee considers necessary but the aforesaid persons are not entitled to vote at such meetings.

7.7 Minutes of the meetings

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings.

8. Report

Chairman of the Committee or other Member who is authorized by the Chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

9. Interpretation

The power of interpretation of this terms of reference shall be vested in the Board.

10. Others

Any matters not covered by these terms of reference shall be dealt with in accordance with the articles of the Company (the “**Articles**”) and the applicable laws and regulations which the Company is subject to. In the event that these terms of reference are inconsistent with the Articles and the applicable laws and regulations which the Company is subject to, the Articles and such applicable laws and regulations shall prevail and these terms of reference shall be amended forthwith and submitted to the Board for approval.

(Adopted by the Company pursuant to the Board’s resolution passed on 22 March 2016)

These terms of reference are prepared in English. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.