

南京熊猫电子股份有限公司
NANJING PANDA ELECTRONICS COMPANY LIMITED
(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00553)

**RULES OF PROCEDURE OF
THE STRATEGIC COMMITTEE OF
THE BOARD OF DIRECTORS**
(Revised in March 2021)

The Chinese version shall prevail in case of inconsistency or discrepancy between the Chinese version and its English translation.

CHAPTER I GENERAL PROVISIONS

- Article 1 In order to accommodate the needs of strategic development of Nanjing Panda Electronics Company Limited (“Company”), strengthen its core competitiveness, confirm its development plans, refine its procedures for making investment decisions, strengthen scientific decision-making and improve the quality, benefit and effectiveness of making major investment decisions and perfect the corporate governance structure of the Company, the board of directors of the Company shall, in accordance with the Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies in China, Articles of Association of the Company and other relevant regulations, set up the Strategic Committee and formulate this Rules of Procedure.
- Article 2 The Strategic Committee is a specific working body set up by the Board of Directors. Its main responsibilities are to conduct researches and submit proposals concerning the long-term development strategies and material investment decisions of the Company.

CHAPTER II MEMBERS COMPOSITION

- Article 3 The Strategic Committee shall consist of the chairman of the board of directors and other two to four directors, including at least one independent non-executive director.
- Article 4 The members of the Strategic Committee shall be nominated by the chairman of the board of directors and the majority of the independent non-executive directors or one-third of all directors, and shall be elected by the board of directors.
- Article 5 The Strategic Committee shall have one head who shall be served by the chairman of the board of directors and shall be responsible for presiding over the Strategic Committee. The Strategic Committee shall have one secretary-general who shall be responsible for daily liaison and organizing meetings, etc.

Article 6 The members of the Strategic Committee shall serve the term of one year. Upon expiration of their terms, their terms of office are deemed to be renewed if the board of directors has not made any adjustment. The board of directors has the right to make adjustment to the members of the committee at any time. In the event that a member of the committee ceases to be a director of the Company during his term of membership, his membership of the committee shall lapse immediately. The board of directors shall, in accordance with this Rules of Procedure, make up the number of members of the committee.

Article 7 The investment review panel has been set up under the Strategic Committee. The general manager of the Company shall act as its leader, with one deputy leader and several members.

CHAPTER III TERMS OF REFERENCE

Article 8 The Strategic Committee is mainly responsible for:

- (1) conducting researches and submitting proposals concerning the long-term development strategies of the Company;
- (2) conducting researches and submitting proposals concerning the material investment and financing projects of the Company;
- (3) conducting researches and submitting proposals concerning the material capital operation projects and asset operation projects;
- (4) conducting researches and submitting proposals concerning other significant issues that may affect the development of the Company;
- (5) promoting the rule-of-law construction and compliance operation of the Company, and improving the level of corporate governance according to law;
- (6) claiming against persons who violated laws and regulations;
- (7) inspecting the implementation of the above items;
- (8) other matters authorised by the board of directors.

Article 9 The Strategic Committee shall be responsible to the board of directors. The resolutions made by the Strategic Committee shall be submitted to the board of directors for consideration and approval before implementation.

CHAPTER IV DECISION-MAKING PROCEDURE

- Article 10 The investment review panel shall be responsible for the preliminary preparations for the decision making by the Strategic Committee, and shall provide information to the Company regarding to:
- (1) Persons-in-charge of the relevant departments of the Company or its holding (or non wholly-owned) enterprises shall submit information about major investment and financing, working capital, objectives of asset operation projects, preliminary feasibility reports and general information of the cooperating partners;
 - (2) The investment review panel shall carry out preliminary review and issue a written opinion on the approval of project, which shall be submitted to the Strategic Committee for record;
 - (3) The relevant departments of the Company or its holding (or non wholly-owned) enterprises shall hold discussions with external parties regarding any agreements, contracts, constitutive documents and feasibility reports and shall report to the investment review panel;
 - (4) The investment review panel shall review and issue written opinions, and make a formal proposal to the Strategic Committee.
- Article 11 The Strategic Committee shall convene meetings to discuss the proposals submitted by the investment review panel. The resolutions passed shall be submitted to the board of directors. In the meantime, the opinions and resolutions of the board of directors shall be relayed to the investment review panel as feedback.

CHAPTER V RULES OF PROCEDURE

- Article 12 The Strategic Committee shall meet at least once a year and notify all the members three days before convening the meeting. The meeting shall be presided over by the head. Where the head is unable to attend, he may authorize another member to preside over the meeting.
- Article 13 The Strategic Committee's meeting should only be convened with the attendance of two-thirds or more of the members. Each member of the Strategic Committee shall be entitled to one vote and the resolutions adopted in the meeting must be approved by the majority of all the members.
- Article 14 At the Strategic Committee's meeting, members may vote by the show of hands or by poll and, in the case of extraordinary meetings, written resolutions in lieu of meeting. The written resolutions shall become effective only with the approval of the majority of all the members of the Committee.
- Article 15 The leader and deputy leader of the investment review panel may attend the Strategic Committee's meeting. When necessary, the Company's Directors, supervisors and other senior management members may be invited to attend its meeting.
- Article 16 The Strategic Committee may consult the professional opinions of the external independent experts and, if necessary, invite the external persons with relevant experience and professional knowledge to attend the meeting. All the expenses incurred thereby shall be borne by the Company.
- Article 17 The convening procedure, method of voting and the resolutions passed in the meetings of the Strategic Committee, must comply with the requirements of the relevant laws, regulations, Articles of Association of the Company and this Rules of Procedure.
- Article 18 There shall be the minutes of the meetings of the Strategic Committee and the members attending the meeting shall sign on the minutes. The meeting minutes shall be kept by the secretary to the board of directors of the Company.

Article 19 The resolutions adopted in the meetings of the Strategic Committee shall be reported in writing to the Company's board of directors.

Article 20 All the members present at the meetings of the Strategic Committee are obliged to keep all the items discussed in the meetings confidential and shall not disclose any relevant information without permission.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 21 The right of interpretation of the Rules of Procedure shall be vested in the Company's board of directors.

Article 22 Any matters not mentioned in this Rules of Procedure shall be carried out in accordance with the relevant national laws, administrative regulations, departmental regulations, Articles of Association of the Company and the Listing Rules of Shanghai Stock Exchange and Hong Kong Stock Exchange.

Where this Rules of Procedure contravenes the laws, regulations and departmental regulations subsequently promulgated by the state or the amended Articles of Association of the Company or the Listing Rules as amended from time to time, the national relevant laws, administrative regulations, departmental regulations, Articles of Association of the Company and Listing Rules shall prevail.

Article 23 This Rules of Procedure shall become effective from the date of approval by the board of directors.

Board of Directors of Nanjing Panda Electronics Company Limited
26 March 2021