



重慶長安民生物流股份有限公司

**Changan Minsheng APLL Logistics Co., Ltd.\***

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

**(Stock Code:01292)**

**Terms of Reference and Modus Operandi of Strategy and Investment Committee**

**As Approved at the 34<sup>th</sup> Meeting of the Fourth Session of Board of Directors of the Company  
Held on 29 June 2018**

## Chapter 1 General Provisions

- Article 1** In order to strengthen the strategic development study and planning, facilitate scientific investment and improve corporate governance, Changan Minsheng APLL Logistics Co., Ltd. (the “Company”) established the Strategy and Investment Committee under the Board of Directors (the “Board”) and adopted the terms of reference and modus operandi (the “terms of reference”) for the Committee as per the *Company Law of the People’s Republic of China* and the Company’s *Articles of Association* and other relevant laws, regulations.
- Article 2** The Strategy and Investment Committee is a subordinate committee under the Board and shall be accountable to the Board.
- Article 3** The terms of reference are applicable to the Strategy and Investment Committee and the relevant individuals dealing with the terms of reference.

## Chapter 2 Membership

- Article 4** The Strategy and Investment Committee shall consist of four members, each of whom shall be the Chairman of the Board of Directors, General Manager (also an executive director) and two independent non-executive directors. The independent non-executive directors shall be nominated by the Chairman of the Board and considered and approved by the Board.
- Article 5** The Chairman of the Board shall serve as the Chairman of the Strategy and Investment Committee and call and preside over the meetings of the Strategy and Investment Committee.
- Article 6** The term of the Strategy and Investment Committee shall be consistent with the term of the Board. Upon expiry, members are eligible for re-appointment and re-elected. If any member ceases to be a director, he/she will lose the qualification of the committee member automatically.
- Article 7** The members of the Strategy and Investment Committee may resign before expiry of the term of office and the resigning member shall tender a written resignation, in which the reason for resignation and any other matters relating to the resignation that needs to be brought to the attention of the Board are necessary.
- Article 8** If the cases stated in Articles 6 and 7 happens, the Board shall fill the vacancy (ies) in accordance with requirements of Articles 4 and 5.
- Article 9** Members of the Strategy and Investment Committee may serve concurrently as members of other subordinate committees of the Board if he or she proves capable.
- Article 10** The Secretary to the Board shall be responsible for routine liaison and organization of meeting.

### **Chapter 3 Responsibilities and Functions**

**Article 11** The Strategy and Investment Committee shall be responsible for the following duties:

- (a) study and advise on the Company's development strategy and interim and long-term development plan;
- (b) study and advise on the annual business plan, total budget plan, yearly investment program and major investment program subject to the approval of the Board;
- (c) study and advise on major financing activities, disposal of assets, mergers and acquisitions subject to the approval of the Board;
- (d) study and advise on mortgage, pledge of major assets and provision of security to external party subject to the approval of the Board;
- (e) assess and examine the implementation of the above stated activities;
- (f) exercise other functions and powers conferred upon by the Board and relevant laws and regulations.

**Article 12** Unless otherwise authorized by the Board, all the proposals made by the Strategy and Investment Committee shall be submitted to the Board for consideration and approval.

### **Chapter 4 Committee's Meeting**

**Article 13** Meetings of the Strategy and Investment Committee shall include regular meetings and extraordinary meetings. Regular meeting should be held at least once a year; and extraordinary meeting shall be convened by Chairman or proposed by at least two committee members.

**Article 14** Notice of meeting of the Strategy and Investment Committee shall be sent to all committee members and personnel invited to attend the meeting 5 days (inclusive of the date of the notice and the date for convening the meeting) in advance of the meeting. The content of notification shall include convening time, location, duration, the way of convening, proposal, agenda and notification date and so on.

**Article 15** Meetings of the Strategy and Investment Committee shall be convened by ways of on site meeting, teleconference, video conference or by written resolutions.

If the meeting is convened by teleconference or video conference, all members should be assured of the right to speak and to discuss in the usual way. Meeting minutes should be recorded and be signed by committee members who attended the meeting and be filed.

If the meeting is convened by written resolutions, committee members shall sign on the written document with their opinions, suggestions and voting results on the matters proposed (which shall also be authorised by the Board) and fax the document to the Secretary to the Board, with the original document sent to the Secretary to the Board.

**Article 16** Meetings of the Strategy and Investment Committee shall be convened with a quorum of 3 committee members or more present at the meeting. The meeting shall be presided by the Chairman, if Chairman is absent, then by another entrusted committee member to preside over the meeting. Resolutions of the Strategy and Investment Committee shall be passed by over half of the total number of the members.

**Articles 17** Members of Strategy and Investment Committee should attend meeting in person, in the event that a committee member is unable to attend the meeting, he may submit a proxy signed by himself to appoint another member to attend the meeting and exercise his right on his behalf. The proxy shall state the appointer's name, appointee's name, scope of authority, limitation of authorisation and authorization period and so on. One committee member cannot accept two or over two members' authorization at the same time. If a committee member does not attend the meeting in person without giving a proxy to another member to attend the meeting on his behalf, such behaviour will be deemed as non-fulfilment of duty.

**Article 18** Secretary to the Board shall attend the meeting and is responsible to formalize the meeting minutes. Draft meeting minutes shall be sent to all committee members within 2 weeks since the conclusion of the meeting. All members should sign meeting minutes and send it back to Secretary to the Board within 5 days after receiving the final version meeting minutes.

Meeting minutes shall include matters as follows:

- (a) meeting date, location, way of convening, presider's name;
- (b) names of members attended the meeting, names of members attended the meeting by proxy and names of the attendance without voting rights;
- (c) agenda and proposal of the meeting;
- (d) main points of committee members' speeches;
- (e) way of voting and voting results of each proposal, number of affirmative vote, dissenting vote and abstention vote, and opinions;
- (f) other relevant issues of the meeting;
- (g) name of the minutes' recorder.

If members have a suggestion or a different opinion on the meeting minutes, he can refuse to sign the minutes but his written suggestions must be sent to the Secretary to the Board within aforeside prescribed timeframe. If the meeting minutes do have a mistake or omission, the Secretary to the Board shall make relevant amendments and the committee member should sign the revised meeting minutes.

**Article 19** The Company's directors, supervisors and management can be invited to attend the meeting if the Strategy and Investment Committee deems necessary. If intermediate body attends a meeting and provides professional consultation, confidential agreement should be signed and agency fee shall be itemized as board meeting's expenditure.

**Article 20** When a subject related committee member or members is under discussion, he or they should excuse himself or themselves from the discussion.

**Article 21** Committee members and personnel attending the meeting are obliged to keep subjects discussed confidential and are not allowed to disclose such information.

## **Chapter 5 Procedures**

**Article 22** Major proposals to be dealt with by the Strategy and Investment Committee shall include:

- (a) the Company's development strategy and interim and long-term development plan;
- (b) the annual business plan, yearly investment program subject to the approval of the Board;
- (c) major financing activities, disposal of assets, mergers and acquisitions subject to the approval of the Board;
- (d) mortgage, pledge of major assets and provision of security to external party subject to the approval of the Board;
- (e) assessment report on the implementation of the above stated activities;
- (f) any other related issues.

**Article 23** The Strategy and Investment Committee's proposals may take forms of :

- (a) motion by director(s);
- (b) motion by general manager;
- (c) issue(s) that was/were considered and discussed at the preceding meeting;
- (d) other lawful and standard methods.

Once determined by the Chairman, the proposal(s) together with related materials and meeting notice shall be submitted by the Board Office to each member.

**Article 24** Procedures of the Strategy and Investment Committee are as follows:

- (a) The Board Office shall prepare for the meeting and liaison with relevant functional departments, including external experts and agencies in the course of meeting.
- (b) The strategy planning department of the Company is a supporting department for the Strategy and Investment Committee and be responsible for leading relevant departments to work in accordance with the requests of the Strategy and Investment Committee.

**Article 25** The special opinions formed or resolutions adopted at the meeting together with poll results shall be submitted in writing to the Board by the Board Office led by the Secretary to the Board.

**Article 26** The meeting minutes (resolutions), proxies, voting tickets and meeting materials shall be preserved and filed by the Board Office for a term that complies with relevant regulations.

## **Chapter 6    Supplementary Provisions**

**Article 27** Formation or revision of the terms of reference shall be subject to the consideration and approval of the Board.

**Article 28** Where the matters are not covered in the terms of reference or in conflict with the provisions of relevant laws, administrative regulations, normative documents or the Articles of Association of the Company, the relevant laws, administrative regulations, regulatory documents and the Articles of Association of the Company shall prevail.

**Article 29** The Board of the Company reserves the power of interpretation of the terms of reference.

*\* For identification purpose only*