

**XIN YUAN ENTERPRISES GROUP LIMITED**  
**信源企業集團有限公司**

(the “Company”)

**Terms of reference of the Strategic Development Committee (“Committee”) of  
the Board of Directors (“Board”) of the Company**

**1. Constitution**

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 26 March 2024.

**2. Objective**

2.1 The main objective of the Committee shall be to assist the Board in fulfilling its oversight responsibilities relating to the planning and implementation of the Company’s development strategies. In addition to pursuing this goal, the Committee shall:

- (i) ensure the sustainable development of the Company;
- (ii) ensure the Company’s policies and common practices in compliance with laws and regulatory requirements;
- (iii) review the Company’s development strategy and mid to long-term development plan, and evaluate and monitor their implementation;
- (iv) review the Company’s investment strategies and decision making; and
- (v) exercise such power and perform such other duties as the Board may delegate to it from time to time.

**3. Appointment**

3.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members.

3.2 The chairman of the Committee (the “**Chairman**”) shall be determined by the Board. If at any meeting, the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of the other members to be chairman of the meeting.

3.3 The secretary of the Committee shall be any designated person with appropriate qualification and experience determined by the Board.

3.4 The appointment of the members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.

## **4. Administration**

### 4.1 Notice

- (i) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.
- (ii) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (iii) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (iv) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 4.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

### 4.2 Quorum

The quorum of the Committee meeting shall be two (2) members of the Committee.

### 4.3 Frequency

Meetings of the Committee shall be held at least once every year.

### 4.4 Voting

Each member present shall have one (1) vote. All resolutions passed in the meeting shall be by majority votes. If the votes for and against a resolution are equal, the chairman of the meeting shall have a casting vote.

### 4.5 Written resolutions

Resolutions may be passed by all Committee members in writing, but such resolutions in writing must be signed by all members of the Committee.

### 4.6 Reporting

- (i) Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

- (ii) The secretary of the Committee shall send the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- (iii) The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

#### **5. Alternate Committee members**

A Committee member may not appoint any alternate.

#### **6. Continuing application of the articles of association of the Company**

The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

#### **7. Powers of the Board**

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.