



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

(the “Company”, and together with its subsidiaries, the “Group”)

TERMS OF REFERENCE OF INVESTMENT & CREDIT COMMITTEE OF THE COMPANY (the “Committee”)

MEMBERSHIP

1. The Committee shall be established by the Board of Directors of the Company (the “Board”) and shall comprise a minimum of two members.
2. The Committee members must be executive directors of the Company.
3. The Chairman of the Committee and all Committee members shall be appointed by the Board.

MEETINGS

4. Meetings shall be held as and when the Committee considers fit and necessary.
5. The quorum for a Committee’s meeting shall be two members.
6. The Company Secretary of the Company or his/her delegate(s) shall be the secretary of the Committee. Full minutes of meetings of the Committee should be kept by the Company Secretary or his/her delegate(s). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comments and records within a reasonable time after the meeting.

AUTHORITY

7. The Committee is authorised by the Board to perform its duties within its terms of reference and all employees of the Group are directed to cooperate with the Committee. The Committee is authorised to require the management of the Company to provide all necessary information and/ or materials requested by the Committee as may be required for performing its duties. The Committee is

authorised by the Board to obtain outside legal or other independent professional advice at the expenses of the Company and to invite the attendance of outsiders with relevant experience and expertise at the Committee meetings if it considers necessary.

8. The Committee shall report to the Board on its findings, decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
9. The Committee should be provided with sufficient resources to perform its duties.

DUTIES

10. The duties of the Committee shall include the following aspects:

- 10.1 to oversee and monitor the activities of the securities investment operation of the Group in securities/bonds/funds listed in Hong Kong or overseas and other investment opportunities;

- 10.2 to oversee and monitor the activities of the money lending operation of the Group;

- 10.3 to seek professional advice from the securities/investment/finance/credit community as and when the Committee considers appropriate;

- 10.4 to handle such other matters relating to securities investments and money lending delegated by the Board from time to time; and

- 10.5 to perform all such duties and all such acts in relation to paragraph 10.1 to 10.4 above pursuant to the Company's Articles of Association and all applicable statutory rules and regulations in force from time to time.

Hong Kong, 31 March 2016