

Tianyun International Holdings Limited

(the “Company”)

(incorporated in the British Virgin Islands with limited liability)

Strategic Development Committee – Terms of reference

1. Membership

- (a) The Strategic Development Committee (hereinafter referred to as the “**Committee**”) shall consist of a minimum of four members of which at least three shall be appointed by the board of directors of the Company (the “**Board**”) from among the members of the Board and shall consist of and at least one independent non-executive director (the “**INED**”) of the Company.
- (b) The chairman of the Committee shall be a member of the Committee appointed by the Board.

2. Secretary

The secretary of the Committee shall be the secretary of the Company.

3. Quorum

The quorum of a meeting of the Committee shall be three members of the Committee.

4. Frequency of meetings

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

5. Attendance at Meetings

- (a) At all times, the chairman of the Board shall be notified in advance of all meetings of the Committee.
- (b) The Committee may, if necessary, invite other members of the Board, financial officers or external independent professional advisors to the meeting to advise its members.

- (c) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- (d) Each member of Committee shall make declaration of details of his or her interests (if any) in any of the transactions to be approved at the meetings. No member of the Committee is entitled to vote on any of the transactions in which he or she may be deemed interested and he or she shall not be counted in the quorum for approving the transactions concerned. Such restriction shall not be applied if (a) interests (direct or indirect) of any member of the Committee refer only to the identity as a staff or employee of the counterparty of the transactions concerned; or (b) interests of any member of the Committee in any of the transactions arise solely from holding the shares or other securities of the Company.

6. Committee's resolutions

- (a) Any resolution of the Committee is passed by a majority of votes.
- (b) A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for a Board or Committee meeting to be held.

7. Authorities

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.
- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure the attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary.

8. Duties

The duties of the Committee shall be:

- (a) to consider and, if thought fit, approve all business decisions of the Company;
- (b) to formulate and advise on the future business development and strategies of the Company;
- (c) to study and advise on the medium to long term plans of the Company;
- (d) to make recommendations in respect of any business development project that may be beneficial to the Company;
- (e) to review the feasibility report(s) of any business development projects prepared or presented by Company;
- (f) to investigate, analyse, and make recommendations in respect of the implementation of business strategies and business development projects;
- (g) to make recommendations to the Board on employment or engagement of skilful and experienced professionals;
- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (i) to assist the Company in reviewing whether the business development projects of the Company and their implementation comply with the requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law;
- (j) to carry out such other matters assigned by the Board; and
- (k) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

9. Reporting procedures

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

10. Continuing applications of the constitutional documents of the Company

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

11. Availability and update of the terms of reference

- (a) Subject to compliance with the constitutional documents of the Company and the Listing Rules, these terms of reference may be updated, revised or revoked by the Board as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong, provided that no amendments to and revocation of these terms of reference shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference had not been amended or revoked;
- (b) These terms of reference or its updated and revised versions should be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited; and
- (c) These terms of reference shall be available upon request by shareholders of the Company.