

Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.

Rules of Procedures for the Strategy Committee of the Board of Directors

Chapter 1 General Provisions

- Article 1 In order to meet the strategic development needs of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the “**Company**”), enhance the core competence of the Company, determine the development plan, improve the investment decision-making process, strengthen the democratic and scientific nature of decision-making, improve the efficiency and quality of major investment decisions, and improve the corporate governance structure of the Company, the Strategy Committee of the Board of Directors has been established, and the Rules of Procedures have been formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Articles of Association of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the “**Articles of Association**”), and the Rules of Procedures for the Board of Directors of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. as well as other relevant provisions.
- Article 2 The Strategy Committee is a special committee set up under the Board, which exercises its functions and powers within the scope prescribed in the Articles of Association and authorized by the Board, and is mainly responsible for studying the long-term development strategy and major investment decisions of the Company and putting forward suggestions.
- Article 3 The Strategy Committee is liable to the Board and reports to the Board.

Chapter 2 Composition

- Article 4 The Strategy Committee shall comprise not less than three directors.
- Article 5 Members of the Strategy Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive Directors or one-third of all the directors and elected by the Board.
- Article 6 The Strategy Committee shall have a chairman, who shall be the chairman of the Board, and be responsible for leading the work of the Strategy Committee. The Chairman shall be elected among the members and submitted to the Board for approval.

The chairman of the Strategy Committee shall exercise the following functions and powers:

- (I) to lead the work of the Strategy Committee;
- (II) to convene and host the regular meetings and extraordinary meetings of the Strategy Committee;
- (III) to procure and examine the implementation of resolutions of the Strategy Committee;

- (IV) to sign the important documents of the Strategy Committee;
- (V) to report regularly to the Board; and
- (VI) other functions and powers granted by the Board.

Article 7 Members of the Strategy Committee shall have the same term of office as the directors. The members may be re-elected upon the expiration of the term of office. If a member ceases to be a director within his/her term of office, he/she shall be automatically removed as the committee member, and the vacancy in the committee shall be filled by the Board in according to Articles 4 to 6 of the Rules of Procedures.

Article 8 The provisions of the Company Law of the People's Republic of China, the Articles of Association and the Hong Kong Listing Rules concerning the obligations of directors shall apply to members of the Strategy Committee.

Article 9 The secretary to the Strategy Committee shall be the Company secretary or any person appointed by the Strategy Committee from time to time.

Chapter 3 Duties and Authorities

Article 10 Key functions and powers of the Strategy Committee:

- (I) to study the Company's long-term development strategy planning and put forward suggestions;
- (II) to study the Company's major investment and financing plans that should be approved by the Board as required by the Articles of Association or authorized by the general meeting and put forward suggestions;
- (III) to study the Company's major capital operation and as set operation projects that should be approved by the Board as required by the Articles of Association or authorized by the general meeting and put forward suggestions;
- (IV) to study other important matters that may affect the development of the Company and put forward suggestions;
- (V) to examine the implementation of the above matters; and
- (VI) to perform other duties as authorized by the Board.

Chapter 4 Working Procedure

Article 11 The relevant departments of the Company or the persons in charge of the holding companies (invested companies) shall report the intention of major investment financing, capital operation, as set management projects, preliminary feasibility reports and the basic situation of the partners and other data according to the specific circumstances, and the Strategy Committee shall decide whether to include the items for consideration at the meeting after preliminary review.

The relevant departments of the Company or the persons in charge of the holding companies (invested companies) shall assist in the drafting, collection, collation and analysis of the relevant data in the above decision-making process at the request of the Strategy Committee.

Chapter 5 Meeting Procedure

Article 12 Meetings of Strategy Committee are composed of regular meetings and extraordinary meetings. Regular meetings of Strategy Committee shall be held at least once a year, or at such frequency as required by the Hong Kong Listing Rules or other regulatory requirements applicable to the Company from time to time. The chairman of the Strategy Committee shall be responsible for convening the meetings. If the chairman of the Strategy Committee is unable to perform the duty for any reason, the meeting shall be convened by other members designated by the chairman of the Strategy Committee; if the chairman of the Strategy Committee does not designate an agent, the meeting shall be convened by another member of the Strategy Committee.

The Strategy Committee shall convene an extraordinary meeting under any of the following circumstances:

- (I) when proposed by the Board;
- (II) when proposed by the chairman of the Strategy Committee;
- (III) when proposed by more than two members; and
- (IV) when proposed by the chairman of the Board.

Article 13 A meeting of the Strategy Committee shall be held only when attended by more than two-thirds of the members. A meeting of the Strategy Committee shall be attended by members in person or by teleconference or with the help of similar communication equipment. If any member is unable to attend the meeting for any reason, he/she may authorize in writing another member to attend the meeting and vote thereat on his/her behalf. Where a member authorizes another member to attend the meeting, he/she shall deliver a written power of attorney stating the authority of the authorized member. A member who neither attend in person nor authorize another member to attend on his/her behalf shall be regarded to have waived his/her right to vote thereat.

- Article 14 Regular meetings shall be notified to members and other participants at least three days before the meeting (excluding the day of the meeting), and extraordinary meetings shall be notified to members and other participants two days before the meeting (excluding the day of the meeting), and agenda materials shall be sent to members in a timely manner. Where the Strategy Committee needs to convene a meeting as soon as possible under any urgent circumstances, the notice of the meeting can be sent by telephone, fax or e-mail on the same day, but the chairman of the Strategy Committee shall make an explanation at the meeting.
- Article 15 Each Strategy Committee member shall be entitled to one vote. Voting opinions are divided into three categories: agreement, abstention, and disagreement. Those who disagree should indicate their reasons for doing so. Resolutions put forward at the Strategy Committee meetings shall be approved by more than half of all the members. Voting at meetings of the Strategy Committee shall be conducted by a show of hands or by poll; extraordinary meetings may be held by voting through correspondence.
- Article 16 When the Strategy Committee discusses a proposal relating to relevant members, they shall avoid the discussion. When necessary, the Strategy Committee can invite the directors, general manager and other senior management members of the Company to attend the meeting as non-voting attendees.
- Article 17 Minutes of the Strategy Committee meetings shall be kept by the secretary to the Strategy Committee. If reasonably notified by any director, the secretary shall make them available for inspection at any reasonable time. After a meeting of the Strategy Committee, the first draft and the final draft of the meeting minutes shall be sent to all of its members within a reasonable period of time.
- Article 18 Unless restricted by legal or regulatory restrictions, the recommendations, motions and voting results adopted by the Strategy Committee at its meetings shall be reported in writing to the Board.
- Article 19 For any resolutions that have not been published and the agenda of meeting that needs to be kept confidential, the participants shall not disclose them.

Chapter 6 Miscellaneous

- Article 20 The terms “above”, “at least” and “over” in the Rules of Procedures include the number following them.
- Article 21 The Rules of Procedures shall take effect upon approval by the Board, and the original rules shall become void.

- Article 22 Matters not covered herein shall be implemented in accordance with relevant Chinese laws and regulations, the Articles of Association, the Hong Kong Listing Rules and other applicable laws and regulations of Hong Kong. In case of any conflict between the Rules of Procedures and the laws and regulations promulgated in the future, the Articles of Association modified through legal procedures, or the Hong Kong Listing Rules amended from time to time, the relevant laws and regulations, the Articles of Association and the Hong Kong Listing Rules shall prevail, and the Rules of Procedures shall be revised in a timely manner and submitted to the Board for consideration and approval.
- Article 23 Interpretation right of the Rules of Procedure shall be reserved to the Board of the Company.