



GUANGDONG ADWAY CONSTRUCTION (GROUP) HOLDINGS COMPANY LIMITED*

廣東愛得威建設(集團)股份有限公司

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

(Stock code: 6189)

(the “Company”)

TERMS OF REFERENCE OF THE STRATEGY COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

The Strategy Committee is established pursuant to a resolution passed by the board of directors (the “Board”) of the Company on 21 August 2015, terms of reference and procedures of which were amended and adopted by the Board at the board meeting on 16 September 2015.

Article 1 In order to accommodate the strategic development requirements of the Company, strengthen its core competitiveness, determine its development plans, improve its procedures for making investment decisions, enhance the democracy and scientificity of its decision-making process, improve the effectiveness and quality of material investment decisions, and enhance its corporate governance structure, and pursuant to the Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and the Articles of Association of the Company (the “Articles of Association”) and other relevant regulations, the Company has set up the Strategy Committee of the Board and formulated these terms of reference.

Article 2 The Strategy Committee is a specific working body set up by the Board in accordance with the Articles of Association. Its main responsibilities are to conduct researches and submit proposals concerning the long-term development strategies and material investment decisions of the Company.

Article 3 The Strategy Committee shall be responsible to the Board and report its work to the Board.

* *For identification purpose only*

CHAPTER 2 COMPOSITION

Article 4 The Strategy Committee shall comprise five directors.

Article 5 Members of the Strategy Committee shall be appointed and removed by the Chairman of the Board and elected by the Board.

Article 6 The Strategy Committee shall have a chairman who shall be the Chairman of the Board. The chairman shall be responsible for leading the work of the Strategy Committee. Where the chairman cannot perform his/her duties, another member who is an independent non-executive director shall be appointed to perform duties on his/her behalf. If no such member is appointed by the chairman, an independent non-executive director shall be elected by more than half of the members of the Strategy Committee to act as a chairman. The chairman of the Strategy Committee shall be elected from the members and the election shall be reported to the Board for approval.

The chairman of the Strategy Committee shall exercise the following duties:

- (1) To take charge of the duties of the Strategy Committee;
- (2) To convene and preside over the regular and extraordinary meetings of the Strategy Committee;
- (3) To supervise and examine the implementation of resolutions adopted by the Strategy Committee;
- (4) To execute important documents of the Strategy Committee;
- (5) To report to the Board on a regular basis; and
- (6) To perform other duties and powers delegated by the Board.

Article 7 The term of office of the Strategy Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term. If any member ceases to be a director of the Company, he/she shall automatically lose his/her position as a Strategy Committee member, and the vacancy shall be filled by a member elected by the Board in accordance with provisions set forth above in Articles 4 to 6.

Article 8 The Strategy Committee could have a secretary to assist with the work of the Strategy Committee. The human resource department of the Company and its department head or other departments or personnel of the Company designated by the Strategy Committee from time to time shall undertake the relevant work of the secretary of the Strategy Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 9 The Strategy Committee should make its terms of reference publicly available, explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited. The main duties and authorities of the Strategy Committee include:

- (1) To research and recommend on the long term development strategy of the Company;
- (2) To research and recommend on significant investment and financing plans which are required by the Articles of Association or authorized by shareholders' meeting to be approved by the Board;
- (3) To research and recommend on significant capital operation and asset operation which are required by the Articles of Association or authorized by shareholders' meeting to be approved by the Board;
- (4) To research and recommend on other significant matters affecting the development of the Company;
- (5) To review the implementation of the above matters; and
- (6) To handle other matters delegated by the Board.

CHAPTER 4 WORKING PROCEDURES

Article 10 In specific cases, person-in-charge of the relevant department of the Company or its controlling shareholders shall report information of significant investment and financing, capital operation, asset operation projects, including their objectives, preliminary feasibility study reports and general information of the cooperation partners, for the Strategy Committee's preliminary review and determination as to whether to include such projects in the meeting agenda after a preliminary review.

Person-in-charge of the relevant department of the Company or its controlling shareholders, its subsidiaries and associated companies shall assist with the drafting, collecting, organizing and analyzing of information as requested by the Strategy Committee during the decision-making process.

CHAPTER 5 RULES OF PROCEDURES FOR MEETINGS

Article 11 Regular meetings of the Strategy Committee shall be held at least once a year. In principle, the meeting shall be held concurrently with the regular meetings convened by the Board. A notice of meeting shall be given to all members at least seven days prior to the meeting, but such notice period can be waived by consent of all members.

Article 12 The chairman of the Strategy Committee or more than half of the members of the Strategy Committee can propose to convene an extraordinary meeting. A notice of extraordinary meeting shall be given to all members at least five days prior to the meeting, but such notice period can be waived by consent of all members.

Article 13 The members shall attend the meeting in a serious and responsible manner and clearly express their views on the proposals considered. In case a member is unable to attend the meeting of the Strategy Committee in person, he/she shall appoint another member in writing as a proxy to vote on his/her behalf, and the member giving the proxy shall bear legal responsibility independently.

The power of attorney shall state the name of such proxy, the relevant matters, scope of authorization and validity period, and shall be signed by the appointer or a chop shall be affixed. The member attending a meeting on behalf of other member shall produce such power of attorney and exercise the rights within the scope of authorization.

Article 14 If a member of the Strategy Committee fails to attend meetings in person consecutively for two times where such member also fails to appoint other members to attend on his/her behalf, such member shall be deemed as failure to perform his/her duties. The Strategy Committee shall propose to the Board to remove such member.

Article 15 The meetings of the Strategy Committee shall only be held when more than two thirds of its members are present. The meetings shall be held by way of physical meetings in principle and can be held by way of telecommunication (i.e. more than half of the members attending the meeting via means of communication such as telephone and video) provided that the members are able to freely express their views and the procedures are in compliance with the relevant regulatory requirements. Any resolution shall be passed by a majority (more than half) of votes. A written resolution can be adopted if all members agree and sign. Members of the Strategic Committee cannot vote in respect of resolutions which conflict with his/her interests.

Article 16 All meetings shall be chaired by the chairman of the Strategy Committee. The chairman of the Strategy Committee can appoint another member who is an independent non-executive director to chair the meeting if he/she is not able to attend this meeting.

Article 17 The Strategy Committee shall vote by a show of hands or by a poll, and each member is entitled to one vote. Approval of any resolution at a Strategy Committee meeting shall require more than one half of the votes.

Article 18 Directors, supervisors and senior management of the Company who are not members of the Strategy Committee can be invited to attend such meetings if necessary.

Article 19 Minutes of the Strategy Committee meetings shall be recorded by the office of the Board or other departments designated by the Board and shall contain in detail the matters considered and decisions made by the Committee over the meeting. Attending members shall have rights to request to add explanatory notes to their speeches in the minutes, including any concerns raised or dissenting views expressed by members. Draft version of minutes of Strategy Committee meetings shall be sent by the office of the Board or other departments designated by the Board to all members of the Committee for their comment within a reasonable time after the meeting and final versions of minutes will be sent to all directors. Minutes shall be signed by members of the Committee attending the meeting. The complete minutes of the meeting of the Strategy Committee shall be kept by a duly-appointed secretary of the meeting.

Article 20 Resolutions passed at the meeting of the Strategy Committee and the voting results shall be reported in writing to the Board.

Article 21 Members of the Strategy Committee and other persons present at a meeting shall be obliged to keep all matters discussed at such meeting confidential, and shall not disclose any relevant information without authorization.

Article 22 The office of the Board or other department designated by the Board shall be responsible for submitting proposals, organizing meetings, overseeing the implementation and feedback of the resolutions of the Strategy Committee, liaising and coordinating with the Strategy Committee and the secretary. The Strategy Committee shall be provided with sufficient resources to perform its duties and the relevant departments of the Company shall cooperate accordingly. If necessary, the Strategy Committee may engage external experts or intermediaries to provide professional advices as to its decisions at reasonable expense of the Company.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 23 In these terms of reference, the scope “above” a number shall include the number itself while the scope “more than” a number shall exclude the number itself.

Article 24 These terms of reference are passed by the Board of the Company and shall be effective and put in use from the date on which overseas-listed foreign shares (H Shares) of the Company were listed on The Stock Exchange of Hong Kong Limited.

Article 25 Any matters not covered by these terms of reference or in any event that these terms of reference contravene any laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Company and the Articles of Association, the laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Company and the Articles of Association shall prevail.

Article 26 The power of interpretation of these terms of reference shall be vested in the Board of the Company.

These terms of reference are written in Chinese. If there is any discrepancy between the Chinese version and the English version, the Chinese version shall prevail.