HUA MEDICINE
華領醫藥

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2552)

TERMS OF REFERENCE OF STRATEGY COMMITTEE

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3 MEETINGS

3.1 Unless otherwise specified hereunder, the provisions contained in the Company's articles of association (the "**Articles**") (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

3.3 The Committee shall meet at least once per year or more if required. The meeting of the Committee shall be chaired by the Chairman, in his/her absence, the Chairman shall designate another member of the Committee as the chairman for the meeting.

3.4 Members of the Committee may be represented at a meeting of the Committee by an alternate appointed by him or her.

3.5 The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

3.6 A meeting of the Committee may be convened by any of its members.

3.7 A quorum shall be two members of the Committee.

3.8 Unless otherwise agreed by all the members of the Committee, notice of at least seven days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given. The Chairman shall determine whether or not a meeting of the Committee is a regular meeting.

3.9 The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

3.10 Each member shall have one voting right. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

3.11 The members of the Committee shall appoint a secretary of the Committee (the

5.1 The Committee shall evaluate and assess its effectiveness and the adequacy of its Terms of Reference from time to time and recommend any proposed changes to the Board.

5.2 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

6 RESPONSIBILITIES AND DUTIES

6.1 To fulfill its responsibilities, the Committee shall:

(a) research and recommend on the mid-term and long-term development strategies and business plans of the Company;

(b) research and recommend on significant matters impacting the development of the Company;

(c) opine on any significant investment and financing projects of the Company;

(d) supervise and monitor the implementation of the development strategies and business plans of the Company on a regular basis, receive relevant operation report and promote the execution of management under the Board's authority;

(e) perform any other activities consistent with the Terms of Reference, the Company's Articles and governing laws, as the Committee or the Board may deem necessary or appropriate; and

(f) handle any other matters delegated by the Board.