



Beijing Capital Jiaye Property Services Co., Limited

北京京城佳業物業股份有限公司

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

(Stock Code: 2210)

Working Rules of the Strategy and Investment Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 For the purpose of improving the legal person governance structure of Beijing Capital Jiaye Property Services Co., Limited (the “Company”), enhancing the working efficiency and decision-making standard of the board of directors (the “Board”), and ensuring reasonable strategic planning for corporate development and scientific investment strategies, the Company has established the Strategy and Investment Committee (the “Committee”) of the Board pursuant to 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, the Rules of Procedure for the Board of the Company and other relevant laws, regulations and regulatory documents, and has formulated these Rules.

Article 2 The Strategy and Investment Committee is a specific working body under the Board, its main responsibilities are conducting research and making recommendations on the long-term development strategies and major investment and financing decisions of the Company. The Committee is accountable to the Board and shall report its work to the Board.

Article 3 The directors mentioned in these Rules refer to all of the directors of the Company, and senior management officers refer to the general manager, deputy general manager, chief accountant, secretary to the Board and other senior management officers recognized in the Articles of Association.

Article 4 These Rules are applicable to the Committee and the relevant officers and departments involved in these Rules.

Chapter 2 Composition and Working Organization of the Committee

Article 5 The Committee shall comprise at least three directors, including at least one independent non-executive director.

Article 6 The members of the Committee shall be nominated by the Chairman of the Board and elected by simple majority of all directors.

Article 7 The Committee shall have one chairman, who is responsible for anchoring the work of the Committee, the chairman shall be nominated by the Chairman of the Board for consideration and approval by the Board.

Article 8 The term of office of the Committee shall coincide with the term of office of the same session of the Board, and the term of office of the members shall coincide with the term of office of the directors. Upon expiration of a member's term of office, he/she may be re-elected for a consecutive session. The Board will conduct regular assessment on the independence and duty performance of the Committee members, and members who are not suitable to continue acting as members may be replaced, if necessary. In the event of a Committee member who has ceased to be a director of the Company during his/her term of office, or if a member who should be in the capacity of an independent non-executive director has ceased to be independent as required under the Hong Kong Listing Rules, he/she will lose his/her eligibility to be a member, and the Board will re-elect a member to fill the vacancy in accordance with the relevant requirements under the Hong Kong Listing Rules. The term of office of the re-elected member shall continue until the end of the session of directorship of such member.

Article 9 A member of the Committee may tender his/her resignation to the Board before expiration of his/her term of office, he/she should state his/her reason of resignation in the resignation report and shall give an explanation on matters that require attention from the Board. When the number of members of the Committee is less than the minimum number as stipulated in these Rules, the resigned members should continue to perform his/her relevant duties until commencement of duties by the newly appointed members.

Article 10 When proposed by the Chairman of the Board, after discussion and approval by the Board, adjustment may be made to Committee members even before expiration of their terms of office.

Article 11 A member of the Committee may concurrently act as a member of another special committee under the Board provided he/she has sufficient capabilities to perform the duties.

Article 12 When the number of members or the composition of the Committee fails to meet the requirements under these Rules, the Board shall fill the vacant position(s) in accordance with the requirements of these Rules or the Articles of Association.

Article 13 The secretariat of the Board of the Company acts as the working organization for the Committee, providing support and services to the work of the Committee and undertaking relevant tasks assigned by the Committee.

Chapter 3 Duties and Authorities

Article 14 The major duties and authorities of the Committee include:

- (1) To research and make recommendations on the long-term development strategic planning of the Company;
- (2) To research and make recommendations on major investment and financing schemes which require the approval of the Board as stipulated in the Articles of Association;
- (3) To research and make recommendations on major capital operations and asset management projects which require the approval of the Board as stipulated in the Articles of Association;
- (4) To research and make recommendations on other major issues affecting the development of the Company;
- (5) To check the implementation of the above matters; and
- (6) To deal with other matters as required by laws, regulations, Articles of Association, securities regulatory body of the place where the shares of the Company are listed and authorized by the Board.

Article 15 The Committee is accountable to the Board. Proposals made by the Committee shall be submitted to the Board for consideration and approval.

Chapter 4 Meetings of the Committee

Article 16 Meetings of the Committee are divided into regular meetings and ad hoc meetings. At least one regular meeting shall be held in each year, and a notice in writing shall be sent to all members three days before the date of a meeting.

Article 17 The Committee may convene ad hoc meetings according to its needs. The chairman of the Committee shall sign and issue a notice of meeting within three days from the date of actual occurrence of any of the following circumstances:

- (1) When the Board considers that is necessary;
- (2) When the chairman of the Committee considers that is necessary;
- (3) When more than two members propose to hold a meeting.

Article 18 The secretariat of the Board shall be responsible for the delivery of a written notice of meeting to all members and the relevant persons invited to attend the meeting three days before the date of holding the meeting (except under special circumstances where the obligation of notification in advance is waived, but the chairman of the meeting shall make an explanation at the meeting). The content of the notice of meeting shall include the method, time, venue, date and issues for holding the meeting, the issue date of the notice, the contact person of the meeting and the contact methods, and the relevant information.

Article 19 The members of the Committee, upon receipt of the notice of meeting, shall confirm and give reply timely through appropriate means with relevant information (including but not limited to whether they intend to attend the meeting and the travel arrangement, etc.).

Article 20 Members of the Committee shall attend the meetings in person. When a member is unable to attend the meeting in person, he/she may submit a form of proxy signed by him/her to authorize other members of the Committee to attend the meeting and express opinions on his/her behalf. The form of proxy shall explicitly state the scope of authorization and the effective duration. A member may only appoint one other member each time to act on his/her behalf to exercise his/her voting right. If two or more persons are appointed to act on his/her behalf to exercise the voting right, such proxy is void. At the same time, each member cannot accept appointments by proxy from two or more members.

The member who attend the meeting on behalf of another member shall exercise his/her rights within the scope of authorization. A member who is unable to attend the meeting in person, fails to appoint another member of the Committee to exercise his/her rights on his/her behalf, and fails to submit his/her opinions in writing before the commencement of the meeting, will be deemed to have waived his/her rights.

A member who is unable to attend the meeting in person may also submit his/her opinions in writing on the matters to be discussed to exercise his/her rights, but the opinions in writing must be submitted to the secretariat of the Board no later than commencement of the meeting.

Article 21 If a member of the Committee fails to attend two consecutive meetings of the Committee in person, and fails to appoint other members to attend on his/her behalf, and fails to submit his/her opinions in writing before the meetings; or if the number of Committee meetings attended by him/her in person within one year is less than 3/4 of the total number of meetings held; he/she will be deemed to have failed to perform his/her duties in the Committee, the Board may adjust the members of the Committee according to these Rules.

Article 22 A meeting of the Committee may be convened only when 2/3 of the members are present. A meeting of the Committee shall be presided over by the chairman of the Committee, if the chairman of the Committee is unable to attend the meeting, he/she may appoint other members to chair the meeting on his/her behalf. If the chairman of the Committee fails to perform his/her duties nor appoints other members to perform on his/her behalf, then any member of the Committee may report the case to the Board of the Company and a member who is an independent non-executive director will be designated by the Board to perform the duties of the Committee chairman.

Chapter 5 Rules of Procedure

Article 23 Each member of the Committee has one vote with voting rights. A resolution at the meeting must be passed by simple majority of all members of the Committee. Where the Committee is unable to form a valid resolution due to the abstention of members, such matter shall be submitted to the Board for consideration.

Article 24 Committee meetings are convened in the form of on-site meetings in general, and adopt a show of hands or voting by poll as the voting method. Under special circumstances, provided it is ensured that the members of the Committee are able to express their opinions sufficiently, a meeting may be convened by means of communication with consent from the chairman of the Committee. When a meeting is convened by means of communication, the members of the Committee shall submit their written opinions on the matters to be discussed to the Board within the period as required in the notice of meeting.

Article 25 At the Committee meeting when the matters for consideration are being studied and discussed, the Committee members shall express their opinions clearly, independently and sufficiently based on their own judgment; when there are different opinions, such different opinion shall be stated in the minutes of the meeting to be presented to the Board.

Article 26 The Committee may invite directors of the Company, relevant senior management officers, relevant experts of the Company or social experts, scholars and intermediary agencies and relevant persons to attend the meeting as guests. Persons attending the meeting as guests should provide explanations and illustrations as required by the members of the Committee.

Article 27 The Committee may engage external professionals or institutions to provide professional opinions, if necessary, with approval by the Board. The reasonable expenses incurred will be borne by the Company.

Article 28 When a member of the Committee has a conflict of interest in the matter to be considered by the Committee, such member shall abstain from voting at the meeting.

Article 29 All personnel attending the meeting shall have the obligation to keep all matters discussed at the meeting confidential and shall not disclose any information relating thereto without authorization.

Chapter 6 Minutes and Meeting Summaries of the Committee

Article 30 Minutes of meeting should be compiled for meetings of the Committee. The minutes of meeting will be prepared by the audit department and include the following content:

- (1) Serial number of the meeting, the method, date and venue of convening the meeting, and the name of the chairman of the meeting;
- (2) The members' presence, absence and proxy attendance at the meeting;
- (3) The name and position of the persons attending the meeting;
- (4) Matters considered at the meeting;
- (5) Main points made by the members of the Committee and other relevant attendees;
- (6) The person who records the minutes of meeting;
- (7) The minutes or resolutions of meetings shall specify the abstention of interested member(s) (where applicable).

Members attending the meeting shall sign on the minutes of meeting of the Committee. The minutes of meeting shall be delivered to all members of the Committee within reasonable time after the meeting for their comments.

Article 31 After holding a meeting of the Committee, the secretariat of the Board is responsible for preparing a meeting summary recording the considerations and discussions of the meeting.

Article 32 Apart from submission to the Board of the Company, the meeting summary will also be sent to the members of the Committee, the secretary to the Board and the relevant departments and persons.

Article 33 The minutes of meeting, meeting summary, form of proxy, written opinions of members and other meeting materials will be kept by the secretariat of the Board in accordance with the relevant filing administration system.

Chapter 7 Supplementary Provisions

Article 34 Unless otherwise specified, the terms used in these Rules shall have the same meaning as those used in the Articles of Association.

Article 35 Any matters not covered by these Rules and any inconsistency between these Rules and the laws, administrative regulations, regulatory documents, relevant regulatory rules of listing place such as the Hong Kong Listing Rules or lawfully revised Articles of Association enacted or promulgated after these Rules have become effective, the provisions of the relevant national laws, administrative regulations, regulatory documents, relevant regulatory rules of listing place such as the Hong Kong Listing Rules and Articles of Association shall prevail for implementation, and these Rules shall be amended immediately and submitted to the Board for consideration and approval.

Article 36 These Rules have been considered and approved by the Board and shall become effective on the date when the overseas listed foreign shares of the Company are listed and commence trading on The Stock Exchange of Hong Kong Limited.

Article 37 The rights of interpretation and amendment of these Rules shall be vested in the Board of the Company.

Article 38 These Rules are published in both English and Chinese versions. In case any discrepancy arises between the English and the Chinese versions, the Chinese version shall prevail.