



Minieye Technology Co., Ltd
深圳佑駕創新科技股份有限公司

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

TERMS OF REFERENCE OF THE STRATEGY COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to accommodate the needs of strategic development of Minieye Technology Co., Ltd (深圳佑駕創新科技股份有限公司) (the “**Company**”), strengthen its core competitiveness, determine its development plans, optimize its procedures for making investment decisions, enhance the rationality of its decision-making, improve the effectiveness and quality of major investment decisions and improve the corporate governance structure, the Company has established the strategy committee (the “**Strategy Committee**”) of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the articles of association of the Company (the “**Articles of Association**”) and other relevant provisions.

Article 2 The Strategy Committee is a specialized working body under the Board, which is mainly responsible for carrying out studies on the Company’s long-term development strategy and major decisions and making recommendations.

CHAPTER 2 COMPOSITION

Article 3 The Strategy Committee shall comprise three members, including at least one independent non-executive Director.

Article 4 The Strategy Committee shall have one chairperson (convener/chairperson) who shall be the chairperson of the Company.

Article 5 The term of office of the Strategy Committee shall be the same as that of the Board. Members of the Strategy Committee shall be eligible for re-election and re-appointment upon expiry of their terms of office. Any member who ceases to serve as a Director due to resignation or other reasons during the period shall be automatically disqualified as a member of the Strategy Committee. The Board shall fill up the vacancy in a timely manner.

Article 6 The Strategy Committee shall set up an investment evaluation panel with the general manager of the Company as the head of the investment evaluation panel. The panel shall have one to two deputy heads.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The primary duties and authorities of the Strategy Committee are as follows:

- (I) to study and make suggestions on the Company’s long-term development strategic plans;

- (II) to study and make suggestions on major investment and financing plans which are subject to the approval of the Board as provided in the Articles of Association;
- (III) to study and make suggestions on major capital operations and asset management projects which are subject to the approval of the Board as provided in the Articles of Association;
- (IV) to study and make suggestions on other major issues that may affect the development of the Company;
- (V) to check the implementation of the above matters;
- (VI) other duties authorized by the Board.

Article 8 The Strategy Committee shall be accountable to the Board and any proposal from the Strategy Committee should be submitted to the Board for consideration and approval.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 The investment evaluation panel shall be responsible for making the preliminary preparations for decision-making of the Strategy Committee and providing relevant information of the Company as follows:

- (I) the persons-in-charge of relevant departments or holding enterprises (investees) of the Company shall submit the intention, preliminary feasibility reports, basic information of the partners and other information in relation to major investment and financing, capital operation and asset management projects;
- (II) the investment evaluation panel shall conduct a preliminary review and issue written opinions on the approval of the project, and submit the same to the Strategy Committee for filing;
- (III) the relevant departments or holding enterprises (investees) of the Company shall negotiate with external parties regarding agreements, contracts and feasibility reports, and prepare feasibility study reports and other legal documents, and submit the same to the investment evaluation panel;
- (IV) the investment evaluation panel shall conduct a review, issue written opinions and submit formal proposals to the Strategy Committee.

Article 10 The Strategy Committee shall convene meetings based on the proposals of the investment evaluation panel for discussion, and submits the results of discussions to the Board, while giving feedback to the investment evaluation panel.

CHAPTER 5 RULES OF PROCEDURE

Article 11 The Strategy Committee shall convene meetings when necessary. The meetings shall be presided over by the chairperson. If the chairperson is unable or refuses to perform his/her duties, he/she shall designate another member to perform the duties on his/her behalf. Where the chairperson neither performs his/her duties nor designates another member to perform his/her duties, any member may report the relevant situation to the Board, and the Board shall designate a member to perform the duties of the chairperson.

Article 12 The Strategy Committee shall notify all members three days prior to the convening of a meeting. The notice may be delivered by fax, email, telephone, or by personal or mail delivery. If the meeting is urgently required to be convened as soon as possible, it may be exempted from the aforementioned limitation on the time of the meeting notice, and the meeting notice shall be delivered at any time by telephone or by other verbal means.

The meeting notice shall include at least the following contents:

- (I) the place and time of the meeting;
- (II) the meeting agenda, matters to be discussed and relevant detailed information;
- (III) the date on which the notice is delivered.

Article 13 Members of the Strategy Committee shall attend the meetings in person. If a member is unable to attend a meeting for any reason, he/she may appoint another member in writing to attend on his/her behalf. A member who fails to attend a meeting of the Strategy Committee or to delegate another member to attend the meeting shall be deemed to have waived his/her right to vote at such meeting. If a member fails to attend the meetings in person or to delegate another member to attend the meetings for two consecutive times, he/she shall be deemed unable to perform his/her duties and the chairperson shall propose to the Board to remove the member. Members who have appointed a proxy to attend and vote on his behalf shall submit the instrument of proxy to the chairperson of the meeting.

Article 14 Meetings of the Strategy Committee shall be held only when more than two-thirds (inclusive of the stated figure) of the members are present. Each member shall have one vote. Resolutions made at the meeting must be approved by more than half of all the members. If the members of the Strategy Committee are interested in matters discussed at the meeting, they shall be abstained from voting. If the members of the Strategy Committee are unable to form an effective opinion due to such reason, the relevant matters shall be directly considered by the Board.

Article 15 Meetings of the Strategy Committee shall be convened in the form of on-site meetings, with voting by show of hands or by poll. If it is inconvenient to vote on-site under special circumstances, the meeting may be convened by voting through correspondence.

Article 16 When the Strategy Committee is convened, head and deputy head of the investment evaluation panel may be present at a meeting of the Strategy Committee. The Directors, supervisors and other senior management of the Company may be invited to attend meetings of the Strategy Committee, where necessary.

Article 17 When the Strategy Committee deems necessary, it may engage intermediaries to provide professional opinions for its decision-making at the expense of the Company.

Article 18 The convening procedure, voting method of the meetings of the Strategy Committee and the resolutions passed at the meetings must comply with the requirements of relevant laws, regulations, the Articles of Association and these terms of reference.

Article 19 The Strategy Committee shall keep meeting minutes, and members attending the meeting shall sign the meeting minutes. All documents of the meetings of the Strategy Committee shall be kept by the secretary to the Board.

Article 20 The resolutions and the voting results adopted at the meetings of the Strategy Committee shall be reported to the Board in writing. For resolutions on which it is really difficult to form a unified opinion, various different opinions shall be submitted to the Board and an explanation shall be made.

Article 21 Members present at the meeting are obliged to keep confidential the matters discussed at the meeting, and are not allowed to disclose relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 22 These terms of reference shall come into effect upon the date on which the overseas listed ordinary shares (H Shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange after being considered and approved by the Board.

Article 23 For matters not provided in these terms of reference or where these terms of reference are in conflict with the relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.

Article 24 These terms of reference shall be interpreted by the Board.

Article 25 The amendments of these terms of reference shall become effective on the day when they are considered and approved by the Board.

**Minieye Technology Co., Ltd
December 2024**