

**QINGDAO GON TECHNOLOGY CO., LTD.**

**TERMS OF REFERENCE OF  
THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS**  
(Applicable after the issuance and listing of H Shares)

**June 2025**

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## CHAPTER 1 GENERAL

**Article 1** In order to meet the strategic development needs of Qingdao Gon Technology Co., Ltd. (the “Company”), enhance the Company’s core competitiveness, determine its development strategies, improve investment decision-making procedures, strengthen the scientific basis of decision-making, enhance the effectiveness and quality of major investment decisions, and improve the corporate governance of the Company, in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), other applicable laws, regulations and normative documents, the securities regulatory rules of the place where the Company’s shares are listed, the Articles of Association of the Company (the “Articles of Association”), and other relevant provisions, the Company has established the strategy committee (the “Strategy Committee” or “Committee”) under the Board of Directors and formulated these Terms of Reference.

**Article 2** The Strategy Committee is a specialised working body established by the Board in accordance with the Articles of Association. It is primarily responsible for studying the Company’s long-term development strategies and major investment matters and making recommendations to the Board.

## CHAPTER 2 COMPOSITION

**Article 3** The Strategy Committee shall consist of five directors, at least one of whom shall be an independent director. For the purposes of these Terms of Reference, the term “independent director” shall have the same meaning as “independent non-executive director” under the Hong Kong Listing Rules.

**Article 4** The Strategy Committee shall have one chairman (i.e. the convener), who shall be the chairman of the Board.

**Article 5** Other members of the Strategy Committee shall be nominated by the chairman of the Board, more than one-half of the independent directors, or more than one-third of all directors, and shall be elected by the Board.

**Article 6** The term of office of the Strategy Committee shall be the same as that of the Board for the corresponding term. Upon expiration of a member’s term of office, such member may be re-elected and may serve consecutive terms. If, during the term, a member ceases to hold the position of director of the Company, he or she shall automatically cease to be a member of the Committee, and the Board shall, in accordance with Articles 3 to 5 of these Terms of Reference, appoint a replacement to fill the vacancy.

**Article 7** Where an independent director member resigns or is removed due to the occurrence of circumstances specified under relevant regulations, resulting in the proportion of independent directors on the Committee failing to comply with the requirements of these Terms of Reference or the Articles of Association, the Company shall complete the appointment of a replacement within sixty days from the date on which such circumstances arise. The independent director who intends to resign shall continue to perform his or her duties until the newly appointed independent director takes office.

**Article 8** An investment review panel shall be established under the Strategy Committee. The general manager of the Company shall serve as the head of the investment review panel, and one deputy head shall also be appointed.

## CHAPTER 3 DUTIES AND AUTHORITIES

**Article 9** The principal duties and authorities of the Strategy Committee shall include:

- (1) to study and make recommendations on the Company's long-term development strategies and plans, including matters relating to sustainable development and environmental, social and governance (ESG);
- (2) to study and make recommendations on major investment and financing plans which are required, under the Articles of Association, to be approved by the Board;
- (3) to study and make recommendations on major capital operations and asset management projects which are required, under the Articles of Association, to be approved by the Board;
- (4) to study and make recommendations on other material matters that may have a significant impact on the development of the Company;
- (5) to review and monitor the implementation of the matters referred to above; and
- (6) such other matters as may be authorized by the Board.

**Article 10** The Strategy Committee shall be accountable to the Board, and its proposals shall be submitted to the Board for consideration and decision.

**Article 11** In the performance of its duties, the relevant departments of the Company shall provide necessary cooperation and support to the Strategy Committee. Where necessary, the Strategy Committee may engage external professional agents to provide professional advice, and the costs incurred shall be borne by the Company.

## CHAPTER 4 DECISION-MAKING PROCEDURES

**Article 12** The investment review panel shall be responsible for carrying out the preparatory work for the Strategy Committee's decision-making and for providing relevant information concerning the Company, including:

- (1) the submission by the relevant departments of the Company or the principals of its controlled (or jointly invested) enterprises of information such as proposals for major investment and financing, capital operations and asset operations projects, preliminary feasibility reports, and basic information on counterparties;
- (2) the preliminary review conducted by the investment review panel, its recommendations on approval of the proposal, and the filing of the same with the Strategy Committee for record;

- (3) negotiations by the relevant departments of the Company or its controlled (or jointly invested) enterprises in respect of agreements, contracts, articles of association and feasibility reports with external parties, and the submission thereof to the investment review panel; and
- (4) assessments conducted by the investment review panel, its written opinions on the proposals, and the submission of formal proposals to the Strategy Committee.

**Article 13** The Strategy Committee shall convene meetings based on the proposals submitted by the investment review panel for discussion, submit the discussion conclusions to the Board, and provide feedback to the investment review panel.

## CHAPTER 5 RULES OF PROCEDURES

**Article 14** The Strategy Committee shall give notice to all members at least three days prior to the convening of a meeting. Meetings shall be chaired by the chairman of the Committee; where the chairman is unable to attend, he or she may entrust another Committee member to chair the meeting.

**Article 15** A meeting of the Strategy Committee shall be valid only if attended by more than two-thirds of its members. Each member shall have one vote. Resolutions of the meeting shall be passed by a majority of all Committee members.

**Article 16** Voting at meetings of the Strategy Committee shall be conducted by a show of hands or by ballot. Extraordinary meetings may be convened and voted on by means of communication.

**Article 17** The head and deputy head of the investment review panel may attend meetings of the Strategy Committee as non-voting attendees. Where necessary, Directors and senior management of the Company may also be invited to attend the meetings.

**Article 18** Where necessary, the Strategy Committee may engage professional agents to provide advice in relation to its decision-making, and the fees incurred shall be borne by the Company.

**Article 19** The procedures for convening meetings of the Strategy Committee, the voting methods, and the resolutions passed at such meetings shall comply with applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these Terms of Reference.

**Article 20** Minutes shall be kept of the meetings of the Strategy Committee, and members present at the meeting shall sign the minutes. The minutes shall be kept by the Company Secretary.

**Article 21** Resolutions passed and the results of voting at meetings of the Strategy Committee shall be submitted to the Board in writing.

**Article 22** All Committee members attending meetings shall keep the matters discussed confidential and shall not disclose any relevant information without authorization.

## CHAPTER 6 SUPPLEMENTARY PROVISIONS

**Article 23** These Terms of Reference shall take effect and be implemented from the date on which the H shares of the Company are listed on The Stock Exchange of Hong Kong Limited, following approval by the Board.

**Article 24** Matters not covered by these Terms of Reference shall be governed by the relevant laws and regulations of the PRC, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. In the event of any conflict between these Terms of Reference and the relevant laws and regulations of the PRC, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, the provisions of the relevant laws and regulations and the Articles of Association shall prevail.

**Article 25** These Terms of Reference shall be subject to the interpretation of the Board.