

SHANGHAI XIZHI TECHNOLOGY CO., LTD.

TERMS OF REFERENCE OF THE STRATEGY COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

Article 1 To adapt to the strategic development needs of Shanghai Xizhi Technology Co., Ltd. (the “**Company**”), enhance the Company’s core competitiveness, and optimize the Company’s corporate governance structure, the Board of Directors of the Company hereby establishes the Strategy Committee and formulates these rules in accordance with 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 and its appendices (the “**Hong Kong Listing Rules**”), the Articles of Association of Shanghai Xizhi Technology Co., Ltd. (the “**Articles of Association**”), and other relevant provisions.

Article 2 All members of the Strategy Committee shall be Directors, with the independent non-executive Directors constituting the majority and acting as the chairman (convener).

CHAPTER 2 TERMS OF REFERENCE OF THE STRATEGY COMMITTEE

Article 3 The Strategy Committee of the Board is a specialized working body set up under the Board of Directors. It is mainly responsible for researching and making recommendations on the Company’s long-term development strategy and major investment decisions.

Article 4 Composition:

- (I) The Strategy Committee shall consist of at least three Directors.
- (II) Members of the Strategy Committee shall be nominated by the Chairman of the Board, or by more than half of the independent non-executive directors, or by more than one third of all directors, and shall be elected by the Board.
- (III) The Strategy Committee shall have one chairman (convener), who is the Chairman of the Board and shall chair the work of the committee.
- (IV) The term of office of the members of the Strategy Committee shall be the same as that of the Board. Upon expiry of the term, members may be re-elected and re-appointed. If any member ceases to serve as a director of the Company during the term, they shall automatically lose their membership on the Committee, and the Committee shall appoint a replacement in accordance with the above provisions of this article to make up the required number of members.

- (V) If a director is not re-elected in time upon the expiration of his/her term of office, the director shall continue to perform his/her duties as a member of the Strategy Committee in accordance with the laws, regulations and departmental rules, the Articles of Association and these terms of reference until a newly-elected director takes office.

Article 5 Duties and Authorities:

- (I) The main duties of the Strategy Committee are:

1. to evaluate and advise on long term strategic development plans of the Company;
2. to evaluate and advise on major investment financing proposals that are subject to the approval of the Board in accordance with the requirements of the Articles of Association;
3. to evaluate and advise on major capital operations and asset management projects that are subject to the approval of the Board in accordance with the requirements of the Articles of Association;
4. to evaluate and advise on any other significant events that affect the development of the Company;
5. to oversee the implementation of the above matters;
6. laws, regulations, departmental rules, normative documents, the Articles of Association, and other matters authorized by the Board of Directors.

- (II) The Strategy Committee is accountable to the Board and shall submit its proposals to the Board for consideration and decision.

Article 6 Working Procedures:

- (I) The office of the Board of Directors is responsible for making preliminary preparations for project analysis and appraisal in decision making by the Strategy Committee and providing relevant information of the Company as follows:

1. the relevant departments of the Company or its holding (associated) companies are responsible for reporting information, including in relation to the intentions of major investment financing, capital operations, and asset management projects, the preliminary feasibility report and basic conditions of the cooperating parties;

2. the office of the Board of Directors will conduct preliminary review and propose project approval opinions and submit the same to the Strategy Committee for filing;
 3. the relevant departments of the Company or its holding (associated) companies conduct external negotiations on matters including agreements, contracts, Articles of Association and feasibility reports, and report to the office of the Board of Directors;
 4. the office of the Board of Directors will conduct evaluation, propose written opinions and submit formal proposals to the Strategy Committee.
- (II) The Strategy Committee shall convene meetings based on the feasibility report and materials provided by the strategic working group, submit the conclusions and proposals formed at the meetings to the Board of Directors and make feedbacks to the strategic working group at the same time.

Article 7 Procedural Rules:

- (I) The Strategy Committee shall hold a meeting upon the request of the Board or the proposal of the chairperson of the Strategy Committee, and a notice shall be given three (3) days prior to the meeting by means of correspondence, email or fax. With the consent of all members, the aforesaid notice period requirement may be waived, provided that the chairperson of the meeting shall make an explanation at the meeting and provide sufficient supporting information for the members to exercise their voting rights. The meeting shall be presided over by the chairperson of the committee. Where the chairperson is unable or fails to perform his/her duties, he/she shall appoint another member to act on his/her behalf. Meetings of the Strategy Committee shall be held in the form of physical meetings or in such other manner as approved by all members. Provided that the members are able to fully express their opinions, telephone, video, or other means may be used to facilitate the attendance of members at meetings. Any member who attends the meeting via the abovementioned approaches shall be deemed as having attended the onsite meeting.
- (II) The meetings of the Strategy Committee shall be held only in the presence of more than two-thirds (2/3) of the members; each member shall have one vote. Resolutions proposed at the meetings must be approved by more than half of all members of the Committee.

- (III) Members of the Strategy Committee shall attend committee meetings in person. If a member is unable to attend the meeting for any reason, he/she may authorize another committee member in writing to attend the meeting on his/her behalf. If a member fails to attend the meeting of the Strategy Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meeting. The meeting agenda and all relevant meeting documents shall be sent to all members of the committee and, other attendees in a timely manner in accordance with the provisions of these terms of reference. Before the meeting, members shall fully read the meeting materials.
- (IV) Votes at the meeting of the Strategy Committee shall be by show of hands or by ballot. Provided that the members of the Committee have fully expressed their opinions, the meeting may be held and resolutions adopted by means of telephone, facsimile, email or other electronic communication, and the resolutions shall be signed by the attending members.
- (V) The Strategy Committee may invite the Directors, supervisors and senior management of the Company to observe the meetings of the Strategy Committee when necessary.
- (VI) The Strategy Committee may, if necessary, engage intermediary firms to provide professional advice on its decisions at the expense of the Company.
- (VII) The convening procedures, voting method and approved proposals of the meetings of the Strategy Committee shall comply with the relevant laws, regulations, the Articles of Association and the Terms of Reference.
- (VIII) Meetings of the Strategy Committee shall be arranged by the Company's Secretary of the Board. Minutes shall be kept for each meeting, which shall record the matters considered and resolutions passed at the meetings in detail, including any doubts or objections raised by members. The meeting minutes shall be signed by the members attending the meetings and the minute taker. Complete minutes of the meetings should be kept by the secretary of the Company for a retention period of 10 years. The first draft (for members to express opinions) and the final version (for record) of the meeting minutes should be sent to all members of the Committee within a reasonable period of time after the meeting. Directors of the Company may inspect minutes of meetings at reasonable times on reasonable notice.
- (IX) The resolutions passed and the poll results at the meetings of the Strategy Committee shall be reported in writing to the Board.
- (X) All members of the committee and persons observing the meeting shall keep their discussions at the meetings confidential, and shall not disclose any relevant information without authorization.

- (XI) Where a member of the Strategy Committee or his/her immediate family member, or any other enterprise controlled by a member of the Strategy Committee and his/her immediate family member has a direct or indirect interest in the matter discussed at the meeting, the member shall disclose the nature and extent of the interest to the Strategy Committee as soon as possible.
- (XII) In the event of the aforementioned circumstances, the interested Committee member shall abstain from voting at the Strategy Committee meeting. However, if the other members of the Strategy Committee, after discussion, unanimously determine that such conflict of interest will not have a significant impact on the matter to be voted on, the interested member may participate in the voting.
- (XIII) If the Board of the Company considers that the participation of a Committee member with an interest in the aforementioned matter is inappropriate, it may revoke the voting results of the relevant resolution and require Committee members without an interest to re-vote on the relevant resolution.
- (XIV) The meetings of the Strategy Committee shall consider and resolve the proposals without counting the interested members in the quorum. If the Strategy Committee does not meet the minimum quorum for a meeting after interested members abstain, all members (including interested members) shall resolve on procedural matters such as submitting the proposals to the Board of the Company for consideration, and the Board of the Company shall then consider such proposals.
- (XV) Minutes of meetings of the Strategy Committee and resolutions passed at the meetings shall clearly state that the interested Member was not counted in a quorum and did not vote on such resolutions.

CHAPTER 3 SUPPLEMENTARY PROVISIONS

Article 8 The rules shall be reviewed and approved by the board of directors and shall come into effect and be implemented from the date of the Company's initial public offering of overseas listed foreign shares (H shares) and listing and trading on the Main Board of The Stock Exchange of Hong Kong Limited.

Article 9 Any matters not specified in the Rules shall be governed by the laws, regulations, normative documents, the securities regulatory rules of the places where the shares of the Company are listed and the Articles of Association. In case of any inconsistency between these Rules and the laws, regulations, normative documents, the securities regulatory rules of the places where the shares of the Company are listed or the Articles of Association, the latter shall prevail.

Article 10 These terms of reference are formulated and amended by the Board of Directors which shall have the right to interpret them.