

# Guangdong Dtech Technology Co., Ltd.

## Terms of Reference of the Strategy Committee

### CHAPTER 1 GENERAL PROVISIONS

**Article 1** In order to meet the needs of strategic development, enhance the core competitiveness of the Company, determine the development plans of the Company, improve investment decision-making procedures, strengthen the scientific nature of decision-making, and improve the efficiency and quality of major investment decisions, the Company has established the Strategy Committee of the Board of Directors (hereinafter referred to as the “Strategy Committee” or the “Committee”) as a specialized body responsible for the long-term development strategy and major investment decisions of the Company.

**Article 2** In order to ensure that the Strategy Committee carries out its work in a standardized and efficient manner, the Board of Directors of the Company has, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Shares on the ChiNext Market of the Shenzhen Stock Exchange, and the Self-Regulatory Guidance for Listed Companies on the Shenzhen Stock Exchange No. 2 — Standardized Operation of Listed Companies on the ChiNext Market, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other laws, regulations, and normative documents, as well as the relevant provisions of the Articles of Association of Guangdong Dingtai High-Tech Co., Ltd. (hereinafter referred to as the “Articles of Association”), formulated these Terms of Reference.

### CHAPTER 2 COMPOSITION

**Article 3** The Strategy Committee shall be composed of three Directors.

**Article 4** 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 of Directors.

**Article 5** The Strategy Committee shall have one chairman (convener), who shall be the Chairman of the Company.

**Article 6** The chairman of the Strategy Committee shall be responsible for convening and presiding over meetings of the Strategy Committee. When the chairman of the Committee is unable or fails to perform his duties, he shall designate another member to exercise his powers and functions on his behalf; if the chairman of the Committee neither performs his duties nor designates another member to act on his behalf, any member may report the circumstances to the Board of Directors of the Company, and the Board of Directors of the Company shall designate a member to perform the duties of the chairman of the Strategy Committee.

**Article 7** The term of office of the members of the Strategy Committee shall be the same as the term of office of the directors of the same session of the Board of Directors. Members of the Strategy Committee shall not be removed from office without cause prior to the expiry of their term of office, unless circumstances arise under which they are prohibited from holding office as stipulated in the Company Law, the Articles of Association or these Terms of Reference. If any member of the Strategy Committee ceases to serve as a Director of the Company during the term, such member shall automatically lose his qualification as a member of the Strategy Committee.

**Article 8** If the number of members of the Strategy Committee falls below two-thirds of the prescribed number due to resignation, removal or other reasons, the Board of Directors of the Company shall appoint new members as soon as possible. Until the number of members of the Strategy Committee reaches two-thirds of the required number, the Strategy Committee shall suspend the exercise of the powers and duties stipulated in these Terms of Reference.

**Article 9** The provisions of the Company Law and the Articles of Association on directors' obligations shall apply to the members of the Strategy Committee.

### **CHAPTER 3 DUTIES AND POWERS**

**Article 10** The Strategy Committee shall be accountable to and report to the Board of Directors, and is primarily responsible for conducting research and making recommendations on the long-term development strategies and material investment decisions of the Company.

**Article 11** The major duties and powers of the Strategy Committee:

- (1) to conduct research and provide recommendations on the long-term development plans, business objectives, and development policies of the Company;
- (2) to conduct research and provide recommendations on the business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy, talent strategy;
- (3) to conduct research and provide recommendations on major investment and financing plans that are required to be approved by the Board of Directors under the Articles of Association;
- (4) to conduct research and provide recommendations on major capital operations and asset management projects that are required to be approved by the Board of Directors under the Articles of Association;
- (5) to review and advise on other key matters that may affect the Company's development;
- (6) to inspect the implementation of the matters set out in (1) to (5) above;
- (7) other powers and functions delegated by the Board of Directors.

**Article 12** The Strategy Committee shall be accountable to the Board of Directors, and the resolutions and proposals formed by the Committee shall be submitted to the Board of Directors for review and decision.

**Article 13** When the Strategy Committee performs its duties, the relevant departments of the Company shall provide cooperation, and the daily operating expenses of the Strategy Committee shall be borne by the Company.

#### **CHAPTER 4 CONVENING AND NOTICE OF MEETINGS**

**Article 14** The Strategy Committee shall convene meetings from time to time based on actual needs. The chairman of the Strategy Committee or two or more (including two) members acting jointly may request the convening of an extraordinary meeting of the Strategy Committee.

**Article 15** Meetings of the Strategy Committee may be held in the form of physical meetings or by way of voting by correspondence.

**Article 16** Notice of a meeting of the Strategy Committee shall be given 3 days before the date of the meeting (excluding the date of the meeting). However, in the event of an emergency where an extraordinary meeting of the Strategy Committee needs to be convened as soon as possible, notice of the meeting may be given at any time by telephone or other oral means, provided that the chairman of the Committee shall provide an explanation at the meeting.

**Article 17** Notice of meetings of the Strategy Committee may be served by facsimile, e-mail, telephone, by hand or by post.

**Article 18** Where expedited notification methods such as telephone or email are adopted, if no written objection is received within 2 days from the date the notice is issued, the notified person shall be deemed to have received the notice of the meeting.

#### **CHAPTER 5 RULES OF PROCEDURE AND VOTING PROCEDURE**

**Article 19** Meetings of the Strategy Committee shall be held only when more than two-thirds (including two-thirds) of the members are present.

**Article 20** Members of the Strategy Committee may attend the meetings in person, or may appoint other members as proxies to attend and exercise voting rights on their behalf.

**Article 21** A member of the Strategy Committee who appoints another member to attend a meeting and exercise voting rights on his behalf shall submit a power of attorney to the chairman of the meeting. The power of attorney shall be submitted to the chairman of the meeting no later than before the voting at the meeting.

**Article 22** If a member of the Strategy Committee neither attends a meeting in person nor appoints another member to attend on his or her behalf, such member shall be deemed to have been absent from the relevant meeting.

**Article 23** If a member of the Strategy Committee fails to attend meetings on two consecutive occasions, such member shall be deemed to be unable to properly perform his or her duties. The Board of Directors of the Company may remove such member from office.

**Article 24** A resolution of the Strategy Committee shall be valid only if it is passed by more than half of all of its members.

**Article 25** Each member of the Strategy Committee shall have one vote.

**Article 26** Members attending the meeting shall, with a serious and responsible attitude, deliberate on the proposals and fully express their personal opinions; members shall be held responsible for their individual votes.

**Article 27** The voting at meetings of the Strategy Committee shall be by a show of hands or by poll.

**Article 28** The proposals adopted at the meetings of the Strategy Committee and the voting results thereof shall be submitted to the Board of Directors of the Company in writing.

**Article 29** The Board of Directors of the Company shall disclose the work of the Strategy Committee over the past year in its annual work report, including the convening of meetings and the status of resolutions passed.

**Article 30** Written minutes shall be kept of meetings of the Strategy Committee, and the members attending the meeting and the person taking the minutes shall sign the minutes. Members present at the meeting shall have the right to request explanatory remarks on their speeches at the meeting to be recorded in the minutes.

**Article 31** The minutes of meetings of the Strategy Committee shall be kept by the secretary to the Board of Directors as corporate archives. During the subsistence of the Company, the retention period shall not be less than ten years.

**Article 32** Members of the Strategy Committee have a duty of confidentiality in respect of relevant information of the Company of which they become aware, prior to such information being made public.

## **CHAPTER VI SUPPLEMENTARY PROVISIONS**

**Article 33** For matters not covered by these Terms of Reference, the provisions of the laws, regulations, normative documents, listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association effective from time to time shall apply; in the event of any conflict between these Terms of Reference and the provisions of the laws, regulations, normative documents, listing rules of the stock exchange where the Company's shares are listed, or the Articles of Association effective from time to time, the provisions of the laws, regulations, normative documents, listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association effective from time to time shall prevail.

**Article 34** These Terms of Reference have been considered and approved by the Board of Directors of the Company and shall come into effect on the date on which the H Shares issued by the Company are listed on The Stock Exchange of Hong Kong Limited.

**Article 35** The power of interpretation of these Terms of Reference is vested in the Board of Directors of the Company.