

**Nuobikan Artificial Intelligence Technology  
(Chengdu) Co., Ltd.**  
**Terms of Reference of the Strategy Committee**  
**(Applicable After Listing on the Stock Exchange)**

**Chapter 1 General Provisions**

**Article 1** In order to accommodate the needs of strategic development of Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd. (the “Company”), optimize its procedures for making strategic decisions, enhance the scientific nature of decision-making process of the Board of Directors, and continuously strengthen its core competitiveness, the Company has formulated the Terms of Reference 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 (the “Listing Rules”), the Corporate Governance Code in Appendix C1 to the Listing Rules, the regulatory rules of the securities regulatory authorities and stock exchanges at the place where the Company’s shares are listed, such as The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), and the relevant provisions of the Articles of Association of the Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd. (the “Articles of Association”), as well as in light of the actual situation of the Company.

**Article 2** The Strategy Committee and its members shall cautiously comply with the provisions of laws, regulations, the regulatory rules of the securities regulatory authorities and stock exchanges at the place where the Company’s shares are listed, the Articles of Association and the Terms of Reference.

**Chapter 2 Composition of the Strategy Committee**

**Article 3** The Strategy Committee shall be accountable to the Board of Directors and all its members shall be composed of directors.

**Article 4** Members of the Strategy Committee (the “Member(s)”) shall be nominated by the chairperson of the Board of Directors or more than one-third of the directors, and shall be elected by a majority vote members of the Board of Directors.

**Article 5** The Strategy Committee shall have one convener (i.e. the chairman of the Committee), who may be acted by the chairperson of the Board of Directors of the Company.

**Article 6** Members of the Strategy Committee shall have the same term of office as that of the Board of Directors for the same session. A Member may serve consecutive terms if re-elected upon expiry of his/her term. If any member ceases to be a director of the Company during the term of office, he/she automatically loses his/her membership in the Strategy Committee, and the Strategy Committee shall fill the vacancy in accordance with the provisions above.

**Chapter 3 Duties of the Strategy Committee**

**Article 7** The main duties of the Strategy Committee are as follows:

- (1) to study and make recommendations on the long-term development strategic plan of the Company;

- (2) to study and make recommendations on major investment and financing schemes which require the approval of the Board of Directors as stipulated in the Articles of Association;
- (3) to study and make recommendations on major capital operation and asset operation projects which require the approval of the Board of Directors as stipulated in the Articles of Association;
- (4) to study and make recommendations on other significant matters that may affect the development of the Company;
- (5) to check the implementation of the above matters;
- (6) other matters as authorized by the Board of Directors.

**Article 8** The Strategy Committee shall be accountable to the Board of Directors, and resolutions involving the scope of duties of the Strategy Committee shall be considered and approved by the Strategy Committee before being submitted to the Board of Directors for consideration.

**Article 9** The chairman of the Strategy Committee mainly exercises the following duties:

- (1) to convene and preside over regular meetings of the Strategy Committee;
- (2) to convene ad hoc meetings of the Strategy Committee under special circumstances;
- (3) to supervise and check the implementation of the resolutions of the Strategy Committee;
- (4) other duties authorized by the Board of Directors and the Strategy Committee.

**Article 10** When the chairman of the Strategy Committee is unable to perform his/her duties for any reason, he/her shall appoint another Member to act on his/her behalf.

#### **Chapter 4 Working Rules of the Strategy Committee**

**Article 11** The Strategy Committee shall convene meetings from time to time as required. In the event of any of the following circumstances, a committee meeting shall be convened:

- (1) when the Board of Directors considers it necessary;
- (2) when the chairman of the Strategy Committee considers it necessary;
- (3) when it is proposed by two or more Members.

**Article 12** The notice of the meeting and meeting materials shall be notified to all Members in writing three days prior to the date of the meeting. The notice of the meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice and other relevant information, and the notification shall be made by hand delivery, post, e-mail or facsimile, etc. In case of emergency, if it is necessary to convene a meeting as soon as possible, notice of the meeting may be given by telephone or other verbal means at any time, but an explanation shall be given by the chairman of the Strategy Committee at the meeting.

**Article 13** Upon receipt of the notice of the meeting, each Member shall provide confirmation and any relevant replies via proper means (including but not limited to confirmation of attendance or absence and his/her schedule) in a timely manner.

**Article 14** Members shall attend the meeting in person. If a Member is unable to attend the meeting in person for any reason, he/she may appoint another 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.

**Article 15** The Strategy Committee meeting shall be presided over by the chairman of the Strategy Committee. If the chairman of the Strategy Committee is unable to preside over the meeting, the meeting shall be presided over by another Member who is an independent non-executive director delegated by him/her; or a Member shall be elected by more than half of the attending Members to preside over the meeting.

**Article 16** The quorum of the Strategy Committee meeting shall be two-thirds or above of the Members. Each Member is entitled to one vote. Resolutions passed at such meeting should be approved by more than half of all Members.

**Article 17** Voting on the Strategy Committee meetings may be conducted by open ballot. Voting may also be conducted by means of correspondence and resolutions may be made with Members present affixing their signatures thereon, provided that the attending Members can fully express their opinions.

**Article 18** The Strategy Committee meeting may be convened by on-site meeting, telephone conference, video conference, circulation of documents, facsimile, mail or any other appropriate means.

**Article 19** The Strategy Committee may invite the directors, members of the senior management and external consultants of the Company to the meeting when necessary. Those present at the meeting may explain or clarify the matters discussed at the meeting, and non-Members have no right to vote.

**Article 20** If necessary, the Strategy Committee may engage an intermediary to give professional advice on its decision-making at the Company's expense.

**Article 21** When a Member of the Strategy Committee has a direct or indirect interest in a topic under discussion at a meeting, the Member shall recuse himself/herself from voting.

**Article 22** The convening procedures for, the voting methods of, and the resolutions passed at the Strategy Committee meetings shall comply with relevant laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules at the place where the Company's shares are listed, the Articles of Association and the Terms of Reference.

**Article 23** The Strategy Committee shall keep minutes of its meetings, and the Members attending the meetings and the minutes taker shall endorse such minutes by signature; and the minutes of the meetings shall be kept by the secretary of the Board of Directors for the record for a period of no less than 10 years.

**Article 24** The resolutions adopted at the meeting of the Strategy Committee and the voting results thereof shall be submitted to the Board of Directors of the Company in writing.

**Article 25** Members attending the meeting and other attendees shall be obliged to keep confidential any of the matters discussed at the meeting, and shall not disclose any relevant information without authorization.

## **Chapter 5 Supplementary Provisions**

**Article 26** Any matters not covered herein shall be handled in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, and the provisions of the Articles of Association in light of the actual situation of the Company. If these Terms of Reference are in conflict with the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, and the provisions of the Articles of Association promulgated from time to time, such laws, administrative regulations, departmental rules, regulatory documents, Listing Rules, relevant regulatory rules of the securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, and provisions of the Articles of Association shall prevail.

**Article 27** The terms "above", "within" or "below", as stated herein shall all include the given figure; and the terms "less than", "beyond", "lower than", "more than", and "exceed" shall all exclude the given figure.

**Article 28** The Board of Directors shall be responsible for the interpretation of the Terms of Reference.

**Article 29** Upon consideration and approval by the Board of Directors of the Company, the Terms of Reference shall take effect from the date when the H shares issued by the Company are filed with the China Securities Regulatory Commission and listed on the The Stock Exchange of Hong Kong Limited.

Board of Directors of  
Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd.  
December 2025