DKE Holding Company Limited

Terms of Reference for the Strategy Committee of the Board

August 2025

Chapter 1 General Principles

Article 1 In order to adapt to the strategic development needs of DKE Holding Company Limited (the "**Company**"), enhance the Company's core competitiveness, improve investment decision-making procedures, strengthen the scientific basis of decision-making, and enhance the effectiveness and quality of investment decisions, the Company hereby establishes the Strategy Committee of the Board. To improve the rules of procedure and decision-making process of the Strategy Committee and ensure the smooth conduct of its work, these Terms of Reference are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Articles of Association of DKE Holding Company Limited (the "**Articles of Association**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), and other relevant provisions.

Article 2 The Strategy Committee is a special committee established by the Board, and is primarily responsible for researching the Company's long-term development strategy and major development decisions and making recommendations thereon.

Chapter 2 Personnel Composition

Article 3 The Strategy Committee shall consist of at least three (inclusive) directors.

Article 4 Members of the Strategy Committee shall be nominated by the Chairman of the Board, more than half of the independent non-executive directors, or one-third of all directors, and shall be elected by the Board.

Article 5 The Strategy Committee shall have one principal member (chairman), who shall be appointed by the Board and be responsible for presiding over the work of the committee.

Article 6 The term of office of the Strategy Committee shall be the same as that of the Board, and members may be re-elected upon expiry of their term of office. If any member ceases to serve as a director of the Company during the period, such member shall automatically lose their membership, and the Board shall fill the vacancy in accordance with these Terms of Reference.

Article 7 The Strategy Committee shall have an Investment Review Group, with the chairman of the Strategy Committee serving as the head of the Investment Review Group.

Chapter 3 Duties and Authorities

Article 8 The principal duties and authorities of the Strategic Committee:

(1) to research the Company's long-term development strategy and make recommendations thereon;

(2) to research major investment and financing proposals that require approval by the Board under the Articles of Association and make recommendations thereon;

(3) to research major capital operation and asset management projects that require approval by the Board under the Articles of Association and make recommendations thereon;

(4) to research other major matters affecting the Company's development and make recommendations thereon;

(5) to inspect the implementation of the above matters; and

(6) other matters as authorized by the Board.

Article 9 The Strategy Committee shall be responsible to the Board, and the proposals of the Committee shall be submitted to the Board for consideration and decision.

Article 10 The Strategy Committee is authorized by the Board to seek any information it requires from the Company's directors, senior management and employees within the scope of its duties. The Strategy Committee shall be provided with sufficient resources to perform its duties.

Article 11 The principal member of the Strategy Committee or (in his/her absence) another member of the Strategy Committee shall attend the shareholders' meeting of the Company and respond to shareholders' questions regarding the activities of the Strategy Committee and their responsibilities.

Chapter 4 Decision-making Procedures

Article 12 The Investment Review Group shall be responsible for carrying out the preliminary preparation work for the Strategy Committee's decision-making and providing written information to the Company in the relevant areas:

(1) the person responsible for the relevant department or a controlled (or investee) company of the Company shall submit information on the intention, preliminary feasibility study report and basic information of the cooperating party in respect of major investment and financing, capital operation and asset management projects;

(2) the Investment Review Group shall conduct a preliminary review, issue a project approval opinion and file it with the Strategy Committee for record;

(3) the relevant department or controlled (or investee) company of the Company shall submit the external investment agreement, contract, articles of association and feasibility study report to the Investment Review Group; and

(4) the Investment Review Group shall conduct a review, issue a written opinion, and submit a formal proposal to the Strategy Committee.

Article 13 The Strategy Committee shall convene a meeting in accordance with the proposal submitted by the Investment Review Group, carry out discussions and submit the discussion results to the Board, while simultaneously providing feedback to the Investment Review Group.

Chapter 5 Rules of Procedure

Article 14 A notice of a meeting of the Strategy Committee shall be given to all members two days before the date of the meeting. The meeting shall be presided over by the principal member. If the principal member is unable to attend a meeting, he/she may appoint another member to preside over the meeting. The aforementioned notice period may be waived with the unanimous consent of all members. Notwithstanding the notice period, attendance by a member of the Strategy Committee at a meeting shall be deemed a waiver by such member of the required notice period.

Article 15 Meetings of the Strategy Committee shall be held only with the presence of at least more than two-thirds of the members. Each member shall have one vote, a resolution of the meeting must be approved by the affirmative vote of more than half of all members. If no valid deliberation opinion can be formed due to the recusal of a member of the Strategy Committee, the relevant matter shall be directly considered by the Board.

Article 16 The voting method at meetings of the Strategy Committee shall be by way of on-site vote. An ad hoc meeting may be convened by means of communication (where all participants are able to hear each other through communication facilities).

Provided that members are able to fully express their views, the Strategy Committee may adopt a written resolution without convening a meeting, subject to the advance notice requirement set out in these Terms of Reference and the circulation of the resolution to all members for perusal. A written resolution shall become effective on the date when it is signed by the last member signing, provided that the resolution has been signed by the number of members required for passing a resolution under these Terms of Reference.

Article 17 Directors and other senior management member(s) of the Company may be invited to be present at meetings of the Strategy Committee if necessary. However, only members of the Strategy Committee are entitled to vote at meetings of the Strategy Committee.

Article 18 The Strategic Committee may engage intermediaries to provide professional advice regarding its decisions if necessary at the expense of the Company.

Article 19 The convening procedures, voting methods and proposals adopted at meetings of the Strategy Committee must comply with relevant laws and regulations, the Articles of Association and these Terms of Reference.

Article 20 Minutes shall be kept for meetings of the Strategy Committee, and members attending the meeting shall sign the minutes. The minutes shall be kept by the secretary of the Board or the secretary of the Strategy Committee for directors' review. The draft and final versions of the minutes shall be sent to all members of the Strategy Committee within a reasonable period of time after the meeting, with the draft for members to express their views and the final version for their records.

Article 21 Resolutions and voting results adopted at the meetings of the Strategy Committee shall be reported to the Board in writing.

Article 22 Members attending the meetings are obliged to keep matters considered at the meeting confidential and shall not disclose relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 23 These Terms of Reference shall take effect and be implemented on the date of approval by the Board, and the provisions in relation to the Company's initial public offering of H shares shall take effect after the Company's initial public offering of H shares.

Article 24 Matters not covered in these Terms of Reference shall be handled in accordance with relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authorities and the relevant provisions of the Articles of Association. Where any provision of these systems conflicts with any relevant law or regulation, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authorities or the Articles of Association as enacted or amended in the future, such relevant law or regulation, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authorities, and the current or revised Articles of Association shall prevail.

Article 25 The Board of the Company shall have the authority to interpret these Rules of Procedures.

DKE Holding Company Limited
31 August 2025