

iMotion Automotive Technology (Suzhou) Co., Ltd.

Terms of Reference and Rules of Procedure of the Strategy Committee

CHAPTER 1 GENERAL PROVISIONS

Clause 1 In order to ensure rational planning in strategy development and scientific investment decisions of iMotion Automotive Technology (Suzhou) Co., Ltd. (hereinafter referred to as the “**Company**”), the strategy committee (hereinafter referred to as the “**Committee**”) under the board of directors (hereinafter referred to as the “**Board**”) of the Company is established with the Terms of Reference and Rules of Procedure of the Strategy Committee of iMotion Automotive Technology (Suzhou) Co., Ltd. (《知行汽車科技(蘇州)股份有限公司戰略委員會職責和議事規則》) (hereinafter referred to as these “**Terms**”) in accordance with the Company Law of the People’s Republic of China, the Basic Norms for the Internal Control of Enterprises and supporting guidelines and other relevant laws, administrative regulations, normative documents (collectively referred to as the “**Laws and Regulations of the PRC**”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”) and the Articles of Association of iMotion Automotive Technology (Suzhou) Co., Ltd. (hereinafter referred to as the “**Articles of Association**”).

Clause 2 The Committee is a special committee under the Board, which is primarily responsible for conducting research and making recommendations on the Company’s long-term development strategies and major investment decisions. The Committee shall be accountable for and report to the Board.

Clause 3 These Terms shall apply to the Committee and the relevant personnel and departments referred herein.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Clause 4 The Committee shall consist of three directors, with at least one of whom is an independent non-executive director. The members of the Committee are nominated by the chairman of the Board and elected by a majority of all directors.

Clause 5 The Committee shall have a chairman who shall be the chairman of the Board and responsible for convening and presiding over the meetings of the Committee.

Clause 6 The term of office of a Committee member shall be the same as his/her term of office as a director. Committee members are eligible for re-election upon expiry of their term of office. A Committee member shall, *ipso facto*, cease to be a member when he/she is no longer a director of the Company. When the number of members of the Committee falls below the number specified in these Terms, the causal vacancy shall be filled by the Board in accordance with these Terms.

CHAPTER 3 DUTIES OF THE COMMITTEE

Clause 7 The primary duties of the Committee include:

- (1) to conduct research and make recommendations on the development strategies of the Company and its business segments and major investment decisions;
- (2) to conduct research and make recommendations on matters such as major business restructuring, consolidation, spin-off and dissolution of the Company and its subsidiaries;
- (3) to conduct research and make recommendations on major capital operation and asset operation projects which are subject to the approval of the Board;
- (4) to conduct research and make recommendations on other significant matters which affect the development of the Company;
- (5) to carry out inspection on the implementation of above-mentioned matters;
- (6) to perform other duties as required by Laws and Regulations of the PRC, the Hong Kong Listing Rules and these Terms and other duties conferred by Board.

CHAPTER 4 RULES OF PROCEDURES

Clause 8 The Committee shall convene meeting from time to time when necessary. Meetings of the Committee shall be convened by the chairman. In any of the following circumstances, the chairman of the Committee shall issue a notice to convene a meeting within three days:

- (1) where the Board deems it necessary;
- (2) where the chairman of the Committee deems it necessary;
- (3) where it is proposed by more than two members of the Committee;
- (4) when it is proposed by the chairman of the Board.

Clause 9 The office of the Board shall be responsible for giving notice of the meeting in writing to all members of the Committee and relevant persons who are invited to attend the meeting three days before the meeting is convened, except under special circumstances.

Clause 10 Upon receipt of the notice, all Committee members shall promptly provide confirmation and relevant replies (including but not limited to the confirmation of attendance and other arrangement) via a proper means.

Clause 11 All members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, he/she shall, by signing and submitting a letter of proxy, authorize another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorization. Each member shall appoint only one other member as his/her proxy to exercise the voting right on his/her behalf. Where a member authorizes two or more other members to exercise the voting right on his/her behalf, such authorization shall be invalid. In addition, no member shall accept any such authorization from two or more other members concurrently.

Clause 12 The quorum of a Committee meeting shall be more than two-thirds of the Committee members. Meetings shall be presided over by the chairman of the Committee, who may appoint another member to act on his/her behalf when he/she is unable to attend the meeting.

Clause 13 All items on the agenda shall be considered during the meeting of the Committee, and the Committee members shall explicitly, independently and fully express their opinions based on their own judgment. In case of any different opinions, such opinions shall be stated in the meeting summary to be submitted to the Board.

Clause 14 Meetings of the Committee shall be convened by way of on-site meeting or video conference or teleconference in general. Under special circumstances, on the premise that the members of the Committee can sufficiently express their opinions and with the consent of the chairman of the Committee, meetings may be held by means of correspondence. Where a meeting is conducted by means of correspondence, the Committee members shall submit to the Board their written opinions on the matters to be discussed within the period prescribed by the notice of the meeting.

Clause 15 The Committee may, if necessary, invite directors, supervisors, related senior management members and relevant experts of the Company or external experts, scholars and intermediary agencies, and other relevant persons to sit in on the meeting.

Clause 16 If a member of the Committee is interested in any matter being considered by the Committee, such member shall recuse himself/herself.

Clause 17 All persons present in or attending the Committee meetings shall keep all matters considered at the meetings confidential and shall not disclose any such information without authorization.

Clause 18 The secretary to the Board shall be responsible for organization and coordination of the work between the Committee and all relevant departments and shall attend meetings of the Committee.

Clause 19 The office of the Board shall be responsible for the affairs of the Committee as well as preparation of materials as required for the meeting. Relevant functional departments of the Company shall be responsible for providing services and support to and cooperating with the Committee.

Clause 20 The Committee shall keep meeting minutes, which shall be taken by a person designated by the office of the Board and signed by the members, persons attending the meeting and the minutes taker.

Clause 21 After each meeting of the Committee, the office of the Board shall prepare a meeting summary recording the considerations and discussions of the meeting. Approved resolutions and proposals shall be submitted to the Board.

Clause 22 Meeting minutes, meeting summary, letters of proxy, written opinions of the members of the Committee and other materials of the meeting shall be kept by the office of the Board in accordance with relevant requirements.

Clause 23 Resolutions passed at and voting results of the meeting of the Committee shall be reported to the Board in writing.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Clause 24 Unless otherwise stated, terms used herein shall have the same meanings ascribed to them in the Articles and Association.

Clause 25 “above” and “within” as referred herein shall include the number itself while the words “more than” shall not include the number itself.

Clause 26 For any matter not covered in these Terms, or in the event of any contradiction with any laws, administrative regulations, normative documents, relevant regulatory requirements of the place where the shares of the Company are listed or the Articles of Association as amended under lawful procedures promulgated after these Terms become effective, such laws, administrative regulations, normative documents, relevant regulatory requirements of the place where the shares of the Company are listed and the Articles of Association shall prevail and these Terms shall be amended in a timely manner.

Clause 27 The rights of interpretation and amendment of these Terms shall be vested in the Board.

Clause 28 Subject to the consideration and approval by the Board, these Terms, shall take effect and come into force on the date of the initial listing of the Company on The Stock Exchange of Hong Kong Limited.

Clause 29 These Terms are available in both Chinese and English. In case of discrepancy, the Chinese version shall prevail.