



凯盛新能源股份有限公司

Triumph New Energy Company Limited

(Formerly known as “LUOYANG GLASS COMPANY LIMITED 洛陽玻璃股份有限公司”)
(a joint stock limited company incorporated in the People’s Republic of China with limited liability)

(Stock code: 01108)

IMPLEMENTATION RULES FOR THE STRATEGIC COMMITTEE UNDER THE BOARD OF DIRECTORS

(Revised on 29 April 2024, and considered and approved at the 21st meeting of the tenth session of the Board of Directors)

CHAPTER 1 GENERAL RULES

Article 1 In order to strengthen the Board of Directors’ decision making function, meet the needs of the Company’s strategic development and improve the Company’s corporate governance structure, the Company has specifically set up the Strategic Committee under the Board of Directors and formulated this Implementation Rules in accordance with the provisions of Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies and the Articles of Association of Triumph New Energy Company Limited (hereinafter referred to as the Articles of Association).

Article 2 The Strategic Committee under the Board of Directors is a special working committee established by the Board of Directors which is mainly responsible for studying and making recommendations on the Company’s sustainable development strategic and major investment decisions.

CHAPTER 2 COMPOSITION

Article 3 The Strategic Committee shall comprise three to five Directors, at least one of whom shall be an independent Director.

Article 4 The Strategic Committee's members shall be nominated by chairman of the Board of Directors, more than half of the independent Directors or at least one third of the entire Board of Directors and then elected by the Board of Directors.

Article 5 The Strategic Committee shall have a chairman (i.e. the convener), which shall be the Chairman of the Board of Directors of the Company.

Article 6 The terms of office of the Strategic Committee shall be consistent with that of the Board of Directors. Members of the Committee can be re-elected upon expiry of their terms. If a member is no longer the Company's Director during the period, he/she will automatically lose the qualifications to be member of the Committee and the vacancy shall be filled up by the Committee according to preceding provisions of Articles 3 to 5.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The Strategic Committee's primary duties and authorities include the following:

- (1) to study and make recommendations on the long-term development strategic planning 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 required by the Articles of Association;
- (3) to study and make recommendations on major capital operations and asset management projects which require the approval of the Board of Directors as required by the Articles of Association;
- (4) to study and make recommendations on the Company's ESG strategic objectives and review reports on ESG issues;
- (5) to study and make recommendations on other major issues that may affect the development of the Company;
- (6) to check the implementation of the above matters;
- (7) to deal with other matters authorized by the Board of Directors.

Article 8 The Strategic Committee shall be accountable to the Board of Directors; and its proposals shall be submitted to the Board of Directors for consideration and approval.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 When any of the matters listed in Article 7 occurs in the Company, the relevant functional departments of the Company shall prepare written materials in a timely manner, and submit them to the chairman of the Strategic Committee for preliminary review after full deliberation and fulfillment of the corresponding procedures, and submit a formal proposal to the Strategic Committee after review and approval.

Article 10 The Strategic Committee shall convene meetings based on the formal proposal for discussion and the discussion result shall be submitted to the Board of Directors.

CHAPTER 5 RULES OF PROCEDURES

Article 11 The Strategic Committee meets at least once a year and the notice of a meeting of the Strategic Committee shall be given to all members three days before the date of the meeting. The meeting shall be presided over by the chairman of the Committee; if the chairman is not able to attend the meeting, he/she may appoint another member (independent Director) to preside over the meeting.

Article 12 The meeting of the Strategic Committee shall be held only with the presence of more than two-thirds of the members. Each member of the Committee has one vote; and resolutions of the Committee must be adopted by the affirmative votes of more than half of the Committee's members.

Article 13 The meetings of the Strategic Committee shall, in principle, be held in the form of on-site meetings. Meetings may be convened and resolutions may be made by means of telephone conferences, video conferences, or with the aid of communication equipment that enables all members of the Committee to communicate with each other, provided that the members of the Committee can fully express their opinions.

Article 14 The Strategic Committee shall vote by a show of hands, by poll or by email.

Article 15 The Strategic Committee can request persons-in-charge of relevant departments of the Company to be in attendance at the meeting of the Strategic Committee; and the Company's Directors, supervisors and other senior management may also be invited to be in attendance at the meeting when necessary.

Article 16 The Strategic Committee may, for its decisions, seek professional advice from intermediary institutions when necessary, and the expenses so incurred will be borne by the Company.

Article 17 The procedures for convening the meeting and voting methods as well as the resolutions passed at the meeting of the Strategic Committee shall comply with provisions of laws, administrative regulations, the Articles of Association and this Implementation Rules.

Article 18 The Strategic Committee shall keep minutes of its meetings. Members present at the meetings shall sign on the minutes which shall be kept by the secretary to the Board of Directors of the Company.

Article 19 Any resolution passed or the results of a poll taken at a meeting of the Strategic Committee shall be reported in writing to the Board of Directors of the Company.

Article 20 All members attending the meeting are obliged to keep matters discussed in the meeting confidential and shall not disclose them without permission.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 Matters not governed by this Implementation Rules shall be implemented in accordance with the provisions of relevant national laws and regulations and the Articles of Association. Where there is a conflict between this Implementation Rules and future national laws or regulations to be promulgated or the Articles of Association as amended in accordance with legitimate procedure, the relevant national laws and regulations and the Articles of Association shall prevail. In these circumstances, this Implementation Rules shall be amended accordingly and then submitted to the Board of Directors for consideration and approval in a timely manner.

Article 22 The right to interpret this Implementation Rules shall be vested in the Board of Directors.

Article 23 This Implementation Rules shall be effective on a trial basis from the date of consideration and approval by the Board of Directors.

These Rules have both Chinese and English versions, the English version is for reference only. Should there be any discrepancy between the two versions, the Chinese version shall always prevail.