Hainan Drinda New Energy Technology Co., Ltd.
Terms of Reference of the Strategy Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to accommodate to the strategic development needs of Hainan Drinda New Energy Technology Co., Ltd. (the "Company"), strengthen its core competitiveness, determine its development plans, improve its investment decision-making procedures, strengthen its scientific decision-making, enhance the effectiveness and quality of its decision-making on major investment and capital operation, and optimize its governance structure, the Company has established a strategy committee (the "Strategy Committee") of the board of directors (the "Board") and formulated the Terms of Reference in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed and other relevant laws and regulations, as well as the Articles of Association of Hainan Drinda New Energy Technology Co., Ltd. (the "Articles of Association").

Article 2 The Strategy Committee is a dedicated working body under the Board, which is primarily responsible for researching and making recommendations on the Company's long-term development strategy and major investment decisions.

CHAPTER 2 COMPOSITION

Article 3 The Strategy Committee shall consist of three or more directors, including at least one independent director.

Article 4 The members of the Strategy Committee shall be nominated by the chairperson of the Board and the nomination committee of the Board, and shall be elected by the Board with the approval of more than half of all directors.

Article 5 The Strategy Committee shall have one convener/chairperson of the committee, who shall be the chairperson of the Board of the Company.

Article 6 The term of office of the members of the Strategy Committee shall be consistent with that of the members of the Board. Each member shall be eligible for re-election upon the expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, he/she shall automatically lose his/her qualification as a member of the Strategy Committee, and the vacancy in the Strategy Committee shall be filled by the Board in accordance with the abovementioned provisions of Article 3 to Article 5.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The specific duties and authorities of the Strategy Committee are as follows:

(I) to research the Company's long-term strategic development plans and decide on whether to submit the same to the Board for consideration;

(II) based on the Company's long-term development strategy, to research matters related to major new investment projects of the Company, including project initiation, feasibility studies, external negotiations, due diligence, cooperation intentions, and contract signing, and decide on whether to submit the same to the Board for consideration;

(III) to research major financing matters of the Company such as the issuance of shares and corporate bonds, and decide on whether to submit the same to the Board for consideration;

(IV) to research the merger, division, liquidation of the Company, and other significant matters that may affect the Company's development, and decide on whether to submit the same to the Board for consideration;

(V) to monitor and follow up on the implementation of the above matters after they have been approved by the Board; and

(VI) other matters authorized by the Board.

Article 8 The Strategy Committee shall be accountable to the Board, and the proposals of the Strategy Committee shall be submitted to the Board for consideration and approval. The Strategy Committee shall discuss the matters within its scope of duties, and then submit the results of discussion as a proposal to the Board for consideration.

Article 9 The duties of the convener/the chairperson of the committee shall include the following:

(I) to convene and preside over meetings of the committee;

(II) to supervise and examine the work of the committee;

(III) to sign relevant documents of the committee;

(IV) to report the committee's work to the Board of the Company; and

(V) to perform other duties as required or conferred by laws, administrative regulations, regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's securities are listed, the Rules of Procedure and the Board.

Article 10 The primary duties of the members of the committee shall include the following:

(I) to attend meetings of the committee punctually, and express opinions and vote on the matters considered thereat;

(II) to propose matters to be considered at the meetings of the committee;

(III) to sit in on or observe relevant meetings of the Company, conduct investigations and researches, and obtain reports, documents, materials and other relevant information necessary for performing their duties;

(IV) to fully understand the duties of the committee and their own duties as members of the committee, and acquaint themselves with the operation, management, business activities and development of the Company related to their duties to ensure their capacity for the performance of duties;

(V) to fully guarantee that they have devoted sufficient time and attention to perform their duties; and

(VI) to perform other duties as required or conferred by laws, administrative regulations, regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's securities are listed, the Rules of Procedure and the Board.

CHAPTER 4 RULES OF PROCEDURE

Article 11 The Strategy Committee shall hold meetings on an irregular basis annually as proposed by the convener/the chairperson of the Strategy Committee. The notice of a meeting shall be given to all members three days before the convening of the meeting. The meeting shall be presided over by the convener/the chairperson of the Strategy Committee. If the convener/the chairperson of the Strategy Committee fails to attend the meeting, he/she may appoint another member to preside over the meeting.

Article 12 A meeting of the Strategy Committee shall be held only with the presence of more than two-thirds of its members. Each member shall have one vote. The resolutions made at the meeting must be passed by a majority of all members.

Article 13 Votes may be made by a show of hands or by poll at a meeting of the Strategy Committee. The meeting may be held with voting by way of correspondence where necessary.

Article 14 Where necessary, the Strategy Committee may invite other directors, other senior management personnel of the Company to sit in on the meetings.

Article 15 The Strategy Committee may, if necessary, seek professional opinions from intermediary agencies for its decision-making at the Company's expense.

Article 16 The convening procedures and voting methods of a meeting of the Strategy Committee and the resolutions passed at the meeting shall be in compliance with the relevant laws and regulations, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, the Articles of Association and the Terms of Reference.

Article 17 The Strategy Committee shall maintain the minutes of meetings. All members attending the meetings shall sign on the minutes of meetings, which shall be kept by the Board secretary.

Article 18 Members attending a meeting and persons sitting in on a meeting shall keep all matters discussed at the meeting confidential, and shall not disclose any relevant information without authorization.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 19 The Terms of Reference shall be interpreted by the Board.

Article 20 The Terms of Reference shall become effective and be implemented upon consideration and approval by the Board. The Company's original Terms of Reference of the Strategy Committee of the Board shall be automatically invalidated since the implementation date of the Terms of Reference.

Article 21 Any matters not covered by the Terms of Reference or in any event that the Terms of Reference contravene relevant laws and regulations, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail. In case of any inconsistency between the Terms of Reference and any future laws, regulations, relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail.

Hainan Drinda New Energy Technology Co., Ltd.
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