Suzhou Novosense Microelectronics Co., Ltd.

Terms of Reference of the Strategy and ESG Committee under the Board of Directors

Chapter 1 General Provisions

Article 1 In order to establish and improve a modern corporate governance system, standardize company operations, enhance the scientific nature of decision-making, improve the efficiency and quality of major investment decisions, perfect the corporate governance structure, and enhance the Company's environmental, social, and governance (hereinafter referred to as "**ESG**") performance, in accordance with the relevant provisions of the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), the Code of Corporate Governance of Listed Companies (《上市公司治理準則》), Guidance No. 1 of Self-regulatory Rules for Companies Listed on the STAR Market of the Shanghai Stock Exchange – Standardized Operations (《上海證券交易所科創板上市公司自律監管指引第1號 –規範運作》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》), and other relevant laws, regulations, normative documents, and the Articles of Association of Suzhou Novosense Microelectronics Co., Ltd. (hereinafter referred to as the "**Articles of Association**"), and in light of the Company's actual circumstances, the Company hereby establishes the Strategy and ESG Committee of the Board of Directors (hereinafter referred to as the "**Committee**") and formulates these Terms of Reference.

Article 2 The Committee is a special working body established by the Board of Directors, primarily responsible for studying and making recommendations on the Company's long-term development strategy and significant investment decisions.

Chapter 2 Committee Composition

Article 3 The Committee shall comprise five directors, including at least two independent non-executive directors.

Article 4 Members of the Committee shall be elected by the Board of Directors.

Article 5 The Committee shall have one Chairperson (Convener), who shall be the chairman of the Board of Directors.

Article 6 The terms of the Committee are the same as those of the Board of Directors. Upon expiry of their term, the members may be re-elected. If any member ceases to be a director during his/her term, he/she shall automatically be disqualified as a member, and the Committee shall make up the number of members according to the provisions of Articles 3 to 5 above.

Article 7 The Board Secretary Office of the Company shall provide comprehensive support services to the Committee, including coordinating daily communications and organizing meetings.

Chapter 3 Duties and Authorities

Article 8 The Committee shall perform the following duties:

(1) To study and make recommendations on the Company's long-term development strategies and significant investment decisions;

(2) To review the Company's sustainable development and strategic plans related to Environmental, Social and Governance (ESG), and to guide the implementation of the Company's related work;

(3) To pay attention to ESG-related risks and opportunities that have a significant impact on the Company's business, and put forward corresponding suggestions;

(4) To consider the Company's annual Environmental, Social and Governance (ESG) Report;

(5) Other matters stipulated by laws, regulations, rules, normative documents, the Articles of Association and these Terms of Reference, required by the securities regulatory rules in the places where the Company's shares are listed, and authorized by the Board of Directors.

Article 9 The Committee shall perform its duties in accordance with the Articles of Association and the authority granted by the Board of Directors.

Chapter 4 Rules of Procedure

Article 10 Committee meetings shall be held by giving notice to all members 3 days in advance.

Committee members may propose an extraordinary meeting, and the convener shall convene and preside over such meeting within 3 days of receiving the proposal. If it is necessary to convene an extraordinary meeting as soon as possible, under the unanimous consent of all members, the above time limit of notice for convening an extraordinary meeting may also be waived, however, the convener shall provide an explanation at the meeting.

Article 11 Committee meetings shall be held with the attendance of more than half of the members. Each member shall have one vote. Resolutions adopted at meetings must be approved by more than half of the members.

Article 12 When necessary, the Committee may invite directors, and other senior management personnel of the Company to attend Committee meetings as non-voting participants.

Article 13 When necessary, the Committee may engage intermediary institutions to provide professional advice for its decision-making, with expenses borne by the Company.

Article 14 Committee meetings shall be held in person as a general rule, with voting conducted by a show of hands. Where necessary, provided that all members attending the meeting are able to fully communicate and express their views, voting may be conducted by correspondence.

Article 15 Members of the Committee shall express their opinions clearly and independently based on their own judgment and strive to reach a unified opinion. Where it is truly difficult to reach a unified opinion, all differing opinions shall be recorded in the meeting minutes with explanations provided.

Article 16 The procedures for convening Committee meetings, the voting method, and the resolutions adopted at meetings shall comply with relevant laws, regulations, the Articles of Association, and these Terms of Reference.

Article 17 Committee meetings shall be recorded, with sufficient detail concerning the matters considered and the decisions reached, including any concerns raised or objections expressed by directors. Committee members attending the meeting shall sign the minutes. The minutes shall be kept by the secretary to the Board of Directors of the Company for a period of 10 years.

Article 18 Resolutions adopted and voting results of Committee meetings shall be reported to the Board of Directors in writing.

Article 19 All members present at the meeting shall have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose relevant information without authorization.

Chapter 5 Supplementary Provisions

Article 20 The term "or more" in these Terms of Reference includes the specified number, while "more than" excludes the specified number.

Article 21 Matters not covered in these Terms of Reference shall be implemented in accordance with the provisions of the relevant laws, regulations of the PRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In case of any conflict between these Terms of Reference and any future laws and regulations of the PRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association as amended by legal procedures, the relevant laws and regulations of the PRC and the Articles of Association shall prevail.

Article 22 The Board of Directors shall be responsible for interpreting these Terms of Reference.

Article 23 These Terms of Reference shall come into effect and will be implemented upon the consideration and approval of the Board of Directors and the listing of the Company's issued overseas-listed shares (H-shares) on the Main Board of the Hong Kong Stock Exchange.