These terms of reference are prepared in Chinese and English. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.

Add New Energy Investment Holdings Group Limited
愛德新能源投資控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 02623)

Strategy Committee

Terms of Reference

1. Organization

1.1 The board ("**Board**") of directors ("**Directors**") of the Company has resolved to set up a strategy committee of the Board ("**Committee**").

2. Membership

2.1 Members of the Committee shall be appointed by the Board and shall consist of not less than five members.

2.2 There shall be one chairman of the Committee whom shall be appointed by the Board.

2.3 The company secretary of the Company shall be the secretary of the Committee.

2.4 If any member of the Committee ("**Members**") ceased to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3. Proceedings of the Committee

3.1 ***Notice:***

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.

(b) The chairman or a majority of the Members may and, on the request of such person(s), the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(d) Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the Members in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Members may agree).

3.2 ***Quorum:*** Meetings of the Committee shall be attended by more than one-half of the Members to be effective.

3.3 ***Frequency:*** Meetings shall be held at least once a year. Regular meetings shall be convened within three months after the end of the previous accounting year.

4. Resolutions

4.1 Any resolution shall be passed by the majority votes of the Members who attend the meetings.

5. Alternate Committee Members

5.1 A Member may not appoint any alternate.

6. Authority of the Committee

6.1 The Committee mainly exercises the following powers:

(a) to review, develop and make recommendations to the Board regarding the long-term development plans, business goals and development strategies of the Company and its subsidiaries from time to time (the "**Group**");

(b) to review, develop and make recommendations to the Board regarding the business strategies of the Group, including but not limited to product strategy, market strategy, sales and marketing strategy, research and development strategy and talent recruitment strategy;

(c) to review and make recommendations to the Board regarding transactions of the Group that require the approval of the Board as provided in the Articles of Association and/or the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, such as external investment, acquisition and sale of assets, assets pledge, external guarantees, entrusted wealth management, connected and/or related party transactions, and major financing and/or fund raising plans;

(d) to review and make recommendations to the Board regarding major capital operations and asset management projects of the Group;

(e) to review and make recommendations to the Board regarding any other major issues that may affect the development strategy of the Group;

(f) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of the Group's management and/or outsiders with relevant experience and expertise at its meetings, if it considers this necessary;

(g) to have access to sufficient resources in order to perform its duties;

(h) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary;

(i) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged; and

(j) to exercise such power as from time to time authorised by the Board.

6.2 The Committee should be provided with sufficient resources to perform its duties.

7. Duties

7.1 The duties of the Committee shall be:

(a) to review, develop and make recommendations to the Board regarding the long-term development plans, business goals and development strategies of the Group;

(b) to review, develop and make recommendations to the Board regarding the business strategies of the Group, including but not limited to product strategy, market strategy, sales and marketing strategy, research and development strategy and talent recruitment strategy;

(c) to review and make recommendations to the Board regarding transactions of the Group that require the approval of the Board as provided in the Articles of Association and/or the Listing Rules, such as external investment, acquisition and sale of assets, assets pledge, external guarantees, entrusted wealth management, connected and/or related party transactions, and major financing and/or fund raising plans;

(d) to review and make recommendations to the Board regarding major capital operations and asset management projects of the Group;

(e) to review and make recommendations to the Board regarding any other major issues that may affect the development strategy of the Group;

(f) to follow up and monitor the implementation of the above matters; and

(g) to deal with other matters as from time to time delegated by the Board.

8. Reporting procedures

8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. Powers of the Board

9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

10. Interpretation

10.1 Interpretation of these terms of reference shall belong to the Board.

(Adopted by the Company pursuant to the Board's resolution passed on 8 January 2026)