WOER
沃尔核材

Shenzhen Woer Heat-Shrinkable Material Co., Ltd.

深圳市沃爾核材股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

Rules of Procedures of the Strategy and Investment Decision Committee of the Board of Directors

February 2026

Contents

Chapter 1 General Provisions

Article 1 In order to meet the needs of the development strategy of Shenzhen Woer Heat-Shrinkable Material Co., Ltd. (the "**Company**"), ensure the scientific nature of the Company's development planning and strategic decision-making, and enhance the Company's sustainable development capabilities, the Company has hereby established the Strategy and Investment Decision Committee of the Board and formulated these Rules of Procedures in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Code of Corporate Governance for Listed Companies, the Measures for the Management of Independent Directors of Listed Companies, the Self-regulatory Guideline No. 1 for Companies Listed on the Shenzhen Stock Exchange — the Standardized Operation of Companies Listed on the Main Board, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association of Shenzhen Woer Heat-Shrinkable Material Co., Ltd. (the "**Articles of Association**") and other relevant provisions.

Article 2 The Strategy and Investment Decision Committee of the Board is a specialized body established by the Board in accordance with relevant laws and regulations, and is mainly responsible for conducting research and making recommendations on the long-term strategy and major investment decisions of the Company.

Chapter 2 Composition

Article 3 The Strategy and Investment Decision Committee shall comprise three directors, at least one of whom shall be an independent director.

Article 4 The members of the Strategy and Investment Decision Committee shall be elected by the Board. The Strategy and Investment Decision Committee shall have one convener, who shall be the chairman of the Board and shall be responsible for presiding over the work of the Committee.

Article 5 The term of office of the Strategy and Investment Decision Committee shall be consistent with that of the Board. A Member shall be eligible for re-election upon the expiry of his/her term of office. If any member ceases to be a director of the Company before the expiry of his/her term of office of the Strategy and Investment Decision Committee, he/she shall be automatically disqualified from acting as a member.

Article 6 Members of the Strategy and Investment Decision Committee must meet the following conditions:

(i) they shall not have any prohibitive situations that prevent them from serving as directors of the Company as stipulated in the Company Law or the Articles of Association;

(ii) they shall not have been publicly deemed as unfit by a stock exchange to serve as a director of a listed company within a period that has not yet expired;

(iii) they shall not be subject to any market entry restrictions imposed by the China Securities Regulatory Commission ("**CSRC**") prohibiting them from serving as a director within a period that has not yet expired;

(iv) they shall possess good moral character, be familiar with the industry in which the Company operates, and have a certain ability in macro-economic analysis and judgment, as well as relevant professional expertise or work background;

(v) they shall meet other conditions stipulated in relevant laws, regulations, securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Article 7 A person who does not conform to the qualifications prescribed in the preceding article shall not be elected as a member of the Strategy and Investment Decision Committee. A member of the Strategy and Investment Decision Committee who does not conform to the qualifications prescribed in the preceding article during his/her term shall resign on his/her own initiative or be replaced by the Board of the Company.

Article 8 Where the number of members of the Strategy and Investment Decision Committee falls below two-thirds of the required number due to resignation or removal of members or such other reasons, the Board of the Company shall elect new members as soon as possible.

Article 9 The provisions regarding obligations of directors under the Company Law and the Articles of Association shall be applicable to members of the Strategy and Investment Decision Committee.

Chapter 3 Duties and Authorities

Article 10 The Strategy and Investment Decision Committee mainly exercise the following powers:

(i) to conduct research and make commendations on the Company's long-term development strategy plans;

(ii) to conduct research and make recommendations on major investment and financing plans that require approval by the Board;

(iii) to conduct research and make recommendations on major business operation decisions that require approval by the Board;

(iv) to conduct research and make recommendations on other material matters that affect the development of the Company;

(v) to inspect the implementation of the above matters;

(vi) to handle matters as required by laws, administrative regulations, normative documents, securities regulatory rules of the place where the shares of the Company are listed and other matters as authorized by the Board.

Article 11 After considering the matters prescribed in these Rules of Procedures, the Strategy and Investment Decision Committee shall form resolutions of meetings of the Strategy and Investment Decision Committee, and submit such resolutions, together with relevant proposals, to the Board of the Company for approval.

Article 12 During periods when the Board meeting is not in session, if there are any significant or special matters that require the Board's consideration, the Strategy and Investment Decision Committee may submit a written report to the Board through the secretary to the Board and may recommend the chairman of the Board to convene a Board meeting for discussion.

Article 13 The relevant departments of the Company shall cooperate with the Strategy and Investment Decision Committee in performing its duties at the cost of the Company.

Chapter 4 Convening and Notification of Meetings

Article 14 The meetings of the Strategy and Investment Decision Committee shall be held from time to time as required and shall be held on-site. On the premise of ensuring that all participating directors can fully communicate and express their opinions, the meetings may be held by video, telephone or other means of communication when necessary.

Notice of a meeting shall be given to all members three days in advance by written notice, fax, telephone, e-mail or other expedited means. In the event of an emergency requiring the convening of an extraordinary meeting, the notice of the meeting can be exempted from the above time limit, and may be sent at any time by telephone, e-mail or other means together with relevant materials and information, provided that the convener shall provide an explanation at the meeting.

The meetings shall be presided over by the convener or, if the convener is not able to be present, another member authorized by the convener.

Chapter 5 Consideration and Voting Procedures

Article 15 Meetings of the Strategy and Investment Decision Committee shall be held only when more than two thirds (inclusive of two-thirds) of the members are present. Each member shall have one vote, and resolutions made at the meeting shall be passed by more than half of all members.

Article 16 The members of the Strategy and Investment Decision Committee shall attend the meetings in person. If for any reasons any member is unable to attend the meeting in person, he/she shall review the meeting materials in advance, form clear opinions, and may appoint another member to attend the meeting and exercise the voting right on his/her behalf. Each member shall appoint only one other member as his/her proxy to exercise the voting right on his/her behalf. Where a member appoints two or more other members to exercise the voting right on his/her behalf, such appointment shall be invalid.

Article 17 If a member of the Strategy and Investment Decision Committee appoints another member to attend the meeting and exercise the voting right on his/her behalf, he/she shall submit a power of attorney to the presider of the meeting no later than the time when voting shall take place at the meeting.

Article 18 The power of attorney shall be signed by both of the appointer and proxy, and shall at least include the followings:

(i) the name of appointer;

(ii) the name of proxy;

(iii) matters delegated;

(iv) the instruction on the exercise of voting right over the meeting agenda (for, against, abstain or recuse) and, where no specific instruction is made, explanation on the capacity of proxy to vote on his/her will;

(v) the validity period of the power of attorney;

(vi) the date of signing of the power of attorney.

Article 19 Members of the Strategy and Investment Decision Committee who have neither attended the meeting in person nor appointed another committee member to attend the meeting on their behalf are deemed to be absent from the relevant meetings. Should a member of the Strategy and Investment Decision Committee fail to attend the meetings twice in a row, he/she shall be deemed to be unable to perform his/her duties and may be removed from his/her office as member by the Board of the Company.

Article 20 Members of the Strategy and Investment Decision Committee would be free to discuss the subject matters considered at the meetings, but order shall be maintained at the meeting. No speaker shall use any offensive or other insulting or threatening language. The presider of the meeting shall have the right to decide the time for discussion.

Article 21 Matters proposed at the Strategy and Investment Decision Committee meeting are subject to collective consideration and voting on a case-by-case basis, i.e. all the proposals are considered by all members present and then are put to vote one by one according to the order of consideration.

Article 22 The Strategy and Investment Decision Committee may, if considered necessary, invite other persons in connection with the proposals to attend the meetings to provide detailed information or express their opinions. Those who are not members of the Strategy and Investment Decision Committee, however, do not have voting rights on the proposals.

Article 23 Voting at meetings of the Strategy and Investment Decision Committee shall be conducted by show of hands. The order of voting shall be “for”, “against” and “abstain”. If the resolution at the Strategy and Investment Decision Committee meeting is made by way of communication, voting on the resolution is by signature. The presider of the meeting shall count the votes on each proposal and announce the voting results on the spot, which shall be recorded by the minute taker.

Chapter 6 Resolutions and Minutes of Meetings

Article 24 Each proposal on which a prescribed number of valid votes are cast shall become a resolution of the Strategy and Investment Decision Committee upon announcement by the presider of the meeting.

Article 25 Members of the Strategy and Investment Decision Committee or the secretary to the Board of the Company shall report details of the resolutions to the Board of the Company no later than the day after such resolutions have come into effect.

Article 26 The Strategy and Investment Decision Committee shall maintain written minutes on which members attending the meeting and the minutes taker shall sign their names. Members attending the meeting have the right to request explanatory remarks on his/her speech at the meeting to be recorded in the minutes. The minutes of meeting of the Strategy and Investment Decision Committee shall be kept as corporate archives by the secretary to the Board of the Company for a period of no less than ten years during the subsistence of the Company.

Article 27 Minutes of the Strategy and Investment Decision Committee meetings shall at least include the followings:

(i) the date, venue and name of convener of the meeting;

(ii) the names of the attendees, with specific notes on whether a proxy is appointed for the meeting;

(iii) the meeting agenda;

(iv) the key points of the members' speeches;

(v) the way of voting on each resolution or proposal and voting results that set out numbers of votes for, against, abstained or recused;

(vi) other matters that shall be explained or recorded in meeting minutes.

Article 28 In the process of implementing resolutions of the Strategy and Investment Decision Committee, the convener of the Strategy and Investment Decision Committee or another member designated by him/her shall follow and monitor the implementation of the resolutions, and may request and urge the persons concerned to remedy the violations of the resolutions found. Should the persons concerned fail to follow such instructions, the chairperson of the Strategy and Investment Decision Committee or the member designated by him/her shall report the situation to the Board of the Company which will be responsible to manage the case.

Chapter 7 Supplementary Provisions

Article 29 Unless otherwise expressly specified in relevant national laws, administrative regulations, and securities regulatory rules of the place where the Company's shares are listed, the term "independent director" referred to herein shall have the same meaning as "independent non-executive director" under the Listing Rules.

Article 30 Any matters not covered by these Rules of Procedures shall be subject to the relevant provisions of national laws, regulations, normative documents, the Articles of Association and securities regulatory rules of the place where the Company's shares are listed. In the event of any inconsistency between these Rules of Procedures and the relevant provisions of national laws, regulations, normative documents or securities regulatory rules of the place where the Company's shares are listed, the provisions of the relevant laws, regulations, normative documents or securities regulatory rules of the place where the Company's shares are listed shall prevail.

Article 31 The Board of the Company shall be responsible for interpreting these Rules of Procedures. These Rules of Procedures shall be considered and approved by the Board and shall take effect and be implemented from the day on which the issuance of the Company's H Shares is filed with the CSRC and listed for trading on The Stock Exchange of Hong Kong Limited.

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