

MeiG Smart Technology Co., Ltd.

Terms of Reference for the Strategy Committee of the Board (Applicable after the issuance and listing of H Shares)

Chapter 1 General Provisions

Article 1 In order to align with MeiG Smart Technology Co., Ltd.’s (the “**Company**”) strategic development needs, enhance its core competitiveness, determine its development plan, improve the investment decision-making process, strengthen the scientific nature of decision-making, increase the efficiency and quality of significant investment decisions, and perfect the corporate governance structure, the Company hereby establishes the Strategy Committee of the Board of Directors of the Company (the “**Board**”) and formulates the Terms of Reference in accordance with the Company Law of the People’s Republic of China, the Guidelines for Corporate Governance of Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, the self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 1: Standardized Operation of the Companies Listed on the Main Board, and other laws, administrative regulations, provisions of the China Securities Regulatory Committee (the “**CSRC**”), business rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), as well as other laws, regulations, normative documents, relevant regulatory rules (the “**securities regulatory rules of the places where the Company’s stocks are listed**”) of the securities regulatory authorities and stock exchanges in the places where the Company’s shares are listed (the “**securities regulatory authorities in the places where the Company’s shares are listed**”), and the Articles of Association of MeiG Smart Technology Co., Ltd. (the “**Articles of Association**”), and relevant provisions.

Article 2 The Strategy Committee is a specialized working body established by the Board according to the resolutions of shareholders’ meeting. It is primarily responsible for conducting research and making recommendations on the long-term development strategies, major investment decisions, sustainable development and environmental, social, and governance-related works of the Company.

Chapter 2 Composition

Article 3 The Strategy Committee consists of three directors, including two independent directors.

Article 4 Members of the Strategy Committee shall be nominated by the Chairman of the Board, more than half of the independent directors or one-third of all the directors, and shall be elected by the Board.

Article 5 The Strategy Committee shall have one chairman (convener), who shall be the Chairman of the Board.

Article 6 The term of the Strategy Committee shall be the same as that of the Board. Committee members may be re-elected upon expiry of their terms of office.

Should any member cease to serve as a director of the Company during their term, they shall be automatically disqualified as a member of the Committee and the vacancy shall be filled by the Committee in accordance with the provisions of Article 3 to Article 5.

Article 7 The Strategy Committee shall set up an Investment Evaluation and Review Panel. The head of the Investment Evaluation and Review Panel shall be the general manager of the Company. The Company's Board Office provides comprehensive services to the Strategic Committee and is responsible for coordinating its daily operations, including liaison and meeting organization.

Chapter 3 Duties and Authorities

Article 8 The principal duties of the Strategy Committee are:

- (I) to research and advise on the long-term development strategic plan (including matters related to sustainable development, as well as environmental, social, and governance (ESG) considerations) of the Company;
- (II) to research and advise on the material investment and financing proposals which are subject to approval by the Board as required under the Articles of Association;
- (III) to research and advise on material capital operation and asset operating projects which are subject to approval of the Board as required under the Articles of Association;
- (IV) to research and advise on other significant issues that have effects on the development of the Company;
- (V) to review and assess the implementation of the above issues, and advise on the results of the review and assessment in writing;
- (VI) other matters as authorized by the Board and other matters stipulated by relevant laws, administrative regulations, normative documents and the securities regulatory rules of the places where the Company's shares are listed.

Article 9 The Strategy Committee shall report to the Board. The proposals of the Committee shall be submitted to the Board for review and decision.

Chapter 4 Decision-making Procedures

Article 10 The Strategy Committee shall be responsible for preparatory work for the Strategy Committee's decision-making and provide information concerning the relevant aspects of the Company:

- (I) the persons-in-charge of the relevant departments or holding (investing) enterprises of the Company shall submit background materials for significant projects such as material investment and financing, capital operations, and asset operating. These materials shall include: an introduction to the project content, a preliminary feasibility study report of the project, basic information about the partners, the basic process and steps for project implementation, a risk assessment report for project implementation, documents of intent signed with the partners, and any other information deemed necessary by the Strategy Committee;
- (II) the Investment Evaluation shall be responsible for conducting preliminary review, issuing written approval opinions and filing the same with the Strategy Committee for record;
- (III) the relevant departments or the holding (investing) enterprises of the Company shall negotiate with external parties regarding any agreements, contracts, articles of association, feasibility reports and other issues, and report to the Investment Evaluation and Review Panel;
- (IV) the Investment Evaluation and Review Panel shall conduct a review, issue written opinions and file formal proposals to the Strategy Committee for record.

Article 11 The Strategy Committee shall convene meetings to discuss proposals submitted by the investment review panel, and submit the discussion results to the Board, while providing feedback to the investment review panel.

Chapter 5 Terms of Reference

Article 12 The Strategy Committee shall hold meetings at least once a year, and shall notify all members three days in advance of the meeting. The meeting shall be presided over by the chairperson, or if the chairperson is unable to attend, he/she may appoint another member (an independent Director) to chair the meeting.

Members of the Strategy Committee and the head of the investment review panel may propose the convening of an interim meeting. The chairperson of the Strategy Committee shall, within three days of receiving such a proposal, convene and preside over the interim meeting. If the chairperson is unable or fails to perform his/her duties, the interim meeting shall be convened and presided over by another independent Director member.

Article 13 A meeting of the Strategy Committee shall only be held when more than two-thirds of the members are present. Each member shall have one vote.

Committee members shall express their opinions clearly and independently based on their own judgment, and shall strive to reach a consensus. If it is genuinely difficult to reach a consensus, the various differing opinions and their explanations shall be recorded in the meeting minutes.

Resolutions proposed at the meeting must be approved by more than half of all members.

Article 14 The voting at the meetings of the Strategy Committee shall be undertaken by show of hands or voting. At interim meetings, the voting may be conducted by way of communication means.

Article 15 The head and deputy head of the investment review panel be present at the meeting of the Strategy Committee. When necessary, Directors and senior management of the Company may also be invited to be present at the meeting.

Article 16 If necessary, the Strategy Committee may engage an intermediary to provide professional advice for its decision-making at the Company's expense.

Article 17 The convening and holding procedures of Strategy Committee meetings, the voting methods, and the resolutions passed at the meetings must comply with the provisions of the relevant laws and regulations, the Articles of Association, and these Terms of Reference.

Article 18 Minutes shall be prepared for the meetings of the Strategy Committee, and shall be signed by the members present at the meetings; the meeting minutes shall be kept by the secretary of the Board of the Company. Meeting materials shall be kept for at least ten years.

Article 19 Resolutions passed at meetings of the Strategy Committee and the voting results shall be submitted in writing to the Board of the Company.

Article 20 Members who are present at the meetings shall keep confidential the matters discussed at the meetings and shall not disclose relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 21 These Terms of Reference shall take effect from the date they are considered and approved by the Board and shall become effective from the date of the listing of the Company's H Shares on The Stock Exchange of Hong Kong Limited.

Article 22 Matters not covered in these Terms of Reference shall be implemented in accordance with the provisions of the relevant laws of the PRC and administrative regulations, the securities regulatory authorities rules of the place where the Company's stocks are listed, and the Articles of Association; In case of any conflict between these Terms of Reference and any future laws and administrative regulations of the PRC, the securities regulatory authorities rules of the place where the Company's stocks are listed, or the Articles of Association as amended through legal procedures, the provisions of the relevant national laws and administrative regulations, the securities regulatory authorities rules of the place where the Company's stocks are listed, and the Articles of Association shall prevail, and the Board shall amend these Terms of Reference immediately.

Article 23 The of interpretation of these Terms of Reference belongs to the Board.