Delton Technology (Guangzhou) Inc.
廣州廣合科技股份有限公司

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

Terms of Reference of
the Strategy and ESG Committee of the Board of Directors
(Draft)
(Applicable after the Listing of H Shares)

CHAPTER 1 GENERAL

Article 1 In order to meet the needs of Delton Technology (Guangzhou) Inc. (the "**Company**") for strategic and sustainable development, enhance the Company's core competitiveness, determine the Company's development plan, improve the decision-making process for investments, enhance the Company's management level of environmental, social and governance (ESG) matters, strengthen the scientific basis of decision-making, improve the efficiency and quality of major investment decisions, and refine the Company's corporate governance structure, the Company hereby establishes a Strategy and ESG Committee (the "**Strategy and ESG Committee**" or the "**Committee**"), and formulates these Rules of Procedure, in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the articles of association of Delton Technology (Guangzhou) Inc. (the "**Articles of Association**") and other relevant provisions.

Article 2 The Strategy and ESG Committee is a specialized working committee established under the Board. It is primarily responsible for researching and making recommendations on the Company's long-term development strategy and major investment decisions, overseeing the strategic development and management of the Company's ESG-related matters, and guiding and supervising the effective implementation of the Company's ESG work.

CHAPTER 2 COMPOSITION

Article 3 The Strategy and ESG Committee shall consist of three Directors, among whom at least one shall be an independent Director.

Article 4 Members of the Strategy and ESG Committee (including one Chairperson) shall be nominated by the Chairman of the Board, more than one-half of the independent Directors, or more than one-third of all Directors, and shall be elected by the Board.

Article 5 The Strategy and ESG Committee shall have a Chairperson, who shall be the Chairman of the Board, responsible for convening and presiding over the work of the Committee.

Article 6 Should the Chairperson of the Strategy and ESG Committee be unable to perform his/her duties, he/she shall designate another member of the Committee to act on his/her behalf. If the Chairperson neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the matter to the Board, and the Board shall designate a member to assume the responsibilities of the Chairperson of the Strategy and ESG Committee.

Article 7 The term of office for members of the Strategy and ESG Committee shall be the same as the term of office for Board members. Members shall be eligible for re-election and reappointment upon expiry of their term. If a member ceases to hold the position of Director of the Company during his/her term, he/she shall automatically cease to be a member of the Committee, and the member position shall be filled in accordance with these Rules of Procedure.

Article 8 A member of the Strategy and ESG Committee may resign before the expiry of his/her term by submitting a written resignation report to the Board. The resignation shall only take effect upon approval by the Board. Prior to the appointment of a replacement member, the original member shall continue to perform his/her relevant duties in accordance with these Rules of Procedure.

Article 9 The Securities Affairs Office of the Company shall serve as the day-to-day operating arm of the Strategy and ESG Committee. The Strategy and ESG Committee may also, based on work requirements, temporarily designate relevant departments or personnel of the Company to provide work support.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 10 The major terms of reference of the Strategy and ESG Committee are:

(i) To study the Company's long-term development strategies and make recommendations;

(ii) To study major investment decisions and financing plans which require Board approval under the Articles of Association and make recommendations;

(iii) To study major capital operations and asset management projects which require Board approval under the Articles of Association and make recommendations;

(iv) To study the Company's ESG goals, strategic plans, and related management policies and make recommendations;

(v) To identify and monitor ESG-related risks and opportunities that have a significant impact on the Company's business, and to guide management in adopting appropriate response measures to such ESG risks and opportunities;

(vi) To regularly supervise and inspect the implementation and progress of the Company's ESG work, including but not limited to the progress of ESG goals, and to provide recommendations on improving the Company's ESG performance or related major decisions;

(vii) To review the Company's ESG work plans, reports, etc., and submit them to the Board;

(viii) To deliberate on other major matters relating to ESG;

(ix) To study other major matters affecting the Company's development and make recommendations;

(x) To evaluate and review the implementation of the matters mentioned above; and

(xi) Other matters authorized by the Board.

Article 11 The Strategy and ESG Committee is responsible to the Board and reports its work to the Board. The Strategy and ESG Committee has the power to propose motions to the Board. The Strategy and ESG Committee shall compile the resolutions, opinions, or recommendations formed at its meetings into proposals or reports to be submitted to the Board for review and decision.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 12 The Securities Affairs Office is responsible for making preliminary preparations for the decision-making of the Strategy and ESG Committee, organizing and coordinating relevant departments or intermediaries to provide information relating to various aspects of the Company, including but not limited to:

(i) Information relating to the Company's strategic development planning;

(ii) Information relating to intention, preliminary feasibility reports on major investments, financing, capital operations, and asset management projects of the Company, as well as basic information on partners of cooperation; and

(iii) Information and reports relating to the Company's ESG issues.

Article 13 The Strategy and ESG Committee convenes meetings and conducts discussions based on proposals, and submits the results of the discussions to the Board.

CHAPTER 5 RULES OF PROCEDURE

Article 14 A meeting of the Strategic and ESG Committee may be proposed by any member of the Strategic and ESG Committee. Notice of such meetings shall be given to all members at least three days prior to the meeting, provided that the aforesaid notice period may be waived under special or urgent circumstances.

Article 15 A meeting of the Strategic and ESG Committee shall only be held when more than two-thirds of its members are in attendance. Each member of the Strategic and ESG Committee shall have one vote. Any recommendations or proposals put forward at the meeting shall be approved by over half of all the members.

Article 16 Voting at meetings of the Strategic and ESG Committee shall be conducted by a show of hands or by poll. With the consent of all members, the meeting may also be convened by means of tele-communications voting.

Article 17 The Board Secretary shall attend meetings of the Strategic and ESG Committee. When necessary, other directors, senior management of the Company, or other personnel relevant to the matters to be discussed at the Strategic and ESG Committee meeting may be invited to attend the meeting. Such attendees may provide explanations or clarifications regarding the matters discussed at the meeting.

Article 18 Members of the Strategic and ESG Committee and other attendees at the meetings of the Strategic and ESG Committee shall have a duty of confidentiality with respect to information not yet publicly disclosed and shall not use inside information to seek benefits for themselves or others.

Article 19 Meetings of the Strategic and ESG Committee shall be attended by the members of the Strategic and ESG Committee in person. If a member is unable to attend a meeting due to any reason, they may appoint another member in writing as their proxy to attend on their behalf. If a member fails to attend a meeting of the Strategic and ESG Committee and does not appoint a proxy to attend, they shall be deemed to have waived their right to vote at that meeting.

Article 20 Where a member of the Strategic and ESG Committee has any connected relationship with the matter under review, such connected member shall abstain from voting. The meeting of the Strategic and ESG Committee may be held if attended by over half of the non-connected members. Resolutions passed at the meeting must be approved by over half of the non-connected members. If the number of non-connected members present at the meeting is less than one-half of the total number of non-connected members of the Strategic and ESG Committee, the matter shall be submitted to the Board for consideration.

Article 21 If necessary, the Strategic and ESG Committee may engage intermediary institutions to provide advice on its decisions, with the related expenses borne by the Company.

Article 22 Minutes or memoranda shall be kept for meetings of the Strategic and ESG Committee. Members attending the meeting shall sign on the minutes or memoranda. The minutes shall be maintained by the Board Secretary of the Company for a period of no less than ten years.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 23 These Rules of Procedure, having been considered and approved by the Board of the Company, shall take into effect and be implement from the date on which the overseas listed shares (H Shares) issued by the Company are listed on The Stock Exchange of Hong Kong Limited. Upon the implementation of these Rules of Procedure, the Company's original Rules of Procedure of the Strategy and ESG Committee of the Board shall automatically become null and void.

Article 24 Matters not covered in these Rules of Procedure shall be implemented in accordance with the relevant national laws, regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. If these Rules of Procedure conflict with any national laws, regulations, regulatory documents enacted in the future, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association as subsequently amended through due procedures, implementation shall follow the relevant national laws, regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 25 The Board of the Company shall be responsible for the interpretation and revision of these Rules of Procedure.

Delton Technology (Guangzhou) Inc.
April 2026