



Shenzhen HQVT Technology Co., Ltd.
深圳海清智元科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 1392)

**TERMS OF REFERENCE OF THE STRATEGY AND
SUSTAINABLE DEVELOPMENT COMMITTEE**

Chapter I General Provisions

- Article 1** To meet the needs of the strategic development of Shenzhen HQVT Technology Co., Ltd. (hereinafter referred to as the “**Company**”), improve the strategic decision-making procedures, enhance scientific decision-making by the board of directors, and continuously strengthen the core competitiveness of the Company, the Company formulated these terms of reference in accordance with the Company Law of the People's Republic of China (中華人民共和國公司法) (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations and normative documents, and the operating rules of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Stock Exchange**”) and relevant provisions of the Articles of Association of Shenzhen HQVT Technology Co., Ltd. (hereinafter referred to as the “**Articles of Association**”) with reference to the actual circumstances of the Company.
- Article 2** The Strategy and Sustainable Development Committee and its members shall comply with the provisions of laws, regulations, the Articles of Association and these terms of reference in good faith and sincerity.

**Chapter II Composition of the Strategy and
Sustainable Development Committee**

- Article 3** The Strategy and Sustainable Development Committee is accountable to the board of directors. All of its members shall be directors. The Strategy and Sustainable Development Committee shall have one chairman, who shall be the convener of the Strategy and Sustainable Development Committee. The Strategy and Sustainable Development Committee may be chaired by the chairman of the Company.

Article 4 The terms of office of members of the Strategy and Sustainable Development Committee shall be consistent with those of directors, and the members may be re-elected upon the expiration of the terms. If any member ceases to serve as a director of the Company during the term, he/she shall cease to be a committee member automatically, and the vacancy in the committee shall be filled by the board of directors in accordance with the provisions of these terms of reference.

Chapter III Duties of the Strategy and Sustainable Development Committee

Article 5 The primary duties of the Strategy and Sustainable Development Committee are as follows:

- (I) to study and make recommendations on the long-term development and strategic planning of the Company;
- (II) to study and make recommendations on major investment and financing schemes, which are subject to the approval of the board of directors as required by the Articles of Association;
- (III) to study and make recommendations on major capital operations and asset management projects, which are subject to the approval of the board of directors as required by the Articles of Association;
- (IV) to review the Company's ESG policies, ESG strategies and targets, and other related matters, assess ESG-related risks, and submit to the board of directors for consideration;
- (V) to monitor and review the governance, strategies, risk management, metrics and target progress of the Company's ESG-related issues (including but not limited to product responsibility, climate change response, occupational health and safety, etc.), and to provide corresponding recommendations and supervision;
- (VI) to assess the Company's environmental and social responsibility-related risks and ensure that the Company has in place appropriate and effective environmental and social responsibility risk management and internal control systems;

- (VII) to periodically review and evaluate the implementation status and existing issues of the Company's environmental and social responsibility policies, prepare an environmental and social responsibility report, and disclose the environmental and social responsibility information to the public;
- (VIII) to review and submit the Company's ESG report and other non-financial information to the board of directors;
- (IX) other work responsibilities related to the Company's ESG;
- (X) to study and make recommendations on other major matters that may affect the development of the Company;
- (XI) to monitor the implementation of the foregoing matters;
- (XII) other matters authorized by the board of directors.

Article 6 The Strategy and Sustainable Development Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making with reasonable cost to be borne by the Company.

Article 7 The Strategy and Sustainable Development Committee is accountable to the board of directors. The proposals falling within the terms of reference of the Strategy and Sustainable Development Committee shall be considered and approved by the Strategy and Sustainable Development Committee and a work report thereon shall be formed before being submitted by the Strategy and Sustainable Development Committee to the board of directors for consideration.

Article 8 The primary duties of the chairman of the Strategy and Sustainable Development Committee are as follows:

- (I) to convene and preside over regular meetings of the Strategy and Sustainable Development Committee;
- (II) to convene extraordinary meetings of the Strategy and Sustainable Development Committee under exceptional circumstances;
- (III) to supervise and review the implementation of resolutions of the Strategy and Sustainable Development Committee;

- (IV) other duties as delegated by the board of directors and the Strategy and Sustainable Development Committee.

Article 9 When the chairman of the Strategy and Sustainable Development Committee is unable to perform his/her duties for any reason, he/she shall delegate another member to perform the duties on his/her behalf.

Chapter IV Terms of Reference for the Strategy and Sustainable Development Committee

Article 10 The members of the Strategy and Sustainable Development Committee shall have the right to propose the convening of meetings, which shall be convened by the chairman within ten days upon receipt of the proposal and notify all members three days before the convening of the meeting. A meeting may also be convened at any time with unanimous consent by all members.

Article 11 The meetings of the Strategy and Sustainable Development Committee shall be presided over by the chairman. Where the chairman is unable to preside over the meeting, he/she may appoint another independent non-executive director member to preside over the meeting, or a member elected by more than half of all committee members present at the meeting to preside over the meeting.

Article 12 A meeting of the Strategy and Sustainable Development Committee may be held only if two-thirds or more of the members are present. Each member shall have one vote. A resolution of the meeting must be passed by more than half of all members.

Article 13 The voting at the meetings of the Strategy and Sustainable Development Committee shall be carried out by show of hands or by poll. The meetings may also be convened by telecommunication means.

Article 14 The secretary of the board of directors shall attend the meetings of the Strategy and Sustainable Development Committee. Other directors and senior management members of the Company may be invited to attend the meetings when necessary.

Article 15 All members present at the meeting are obliged to keep all matters discussed at the meeting confidential, and shall not disclose the relevant information without authorization.

- Article 16** Members shall attend meetings of the Strategy and Sustainable Development Committee in person. If a member is unable to attend for any reason, he/she may appoint another member in writing to attend on his/her behalf. Where a member has failed to attend or appoint a proxy to attend a meeting of the Strategy and Sustainable Development Committee, he/she shall be deemed to have waived his/her right to vote at such meeting.
- Article 17** The convening procedures and voting methods of the meetings of the Strategy and Sustainable Development Committee as well as resolutions passed thereat must comply with the provisions of relevant laws and regulations, the Articles of Association and these terms of reference.
- Article 18** The Strategy and Sustainable Development Committee shall keep minutes for its meetings. The minutes shall be signed by members present at the meetings and the recorder. The minutes shall be maintained by the secretary of the board of directors for a period of not less than ten years.
- Article 19** The resolutions passed and the results of a poll taken at a meeting of the Strategy and Sustainable Development Committee shall be reported in writing to the board of directors of the Company.

Chapter V Supplementary Provisions

- Article 20** The term “more than”, “over” or “or more” mentioned in these terms of reference includes the original number.
- Article 21** Unless otherwise specified, terms used in these terms of reference shall have the same meanings as those ascribed to them in the Company’s Articles of Association (and its amendments) as applicable upon the completion of the Company’s initial public offering and listing of H shares.
- Article 22** Any matters not covered by these terms of reference shall be implemented in accordance with the relevant national laws, regulations, normative documents, the Articles of Association (and its amendments) as applicable upon the completion of the Company’s initial public offering and listing of H shares and the rules of the securities regulatory authorities of the place where the Company’s shares are listed. Where these terms of reference are inconsistent with the relevant laws, regulations, normative documents, the Articles of Association (and its amendments) as applicable upon the completion of the Company’s initial public offering and listing of H shares and the rules of the securities regulatory authorities of the place where the Company’s shares are listed, the relevant laws, regulations, normative documents, the Articles of Association (and its amendments) as applicable

upon the completion of the Company's initial public offering and listing of H shares and the rules of the securities regulatory authorities of the place where the Company's shares are listed shall prevail. If these terms of reference contravene any laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association (and its amendments) as applicable upon the completion of the Company's initial public offering and listing of H shares issued by the state in the future, such national laws, regulations, normative documents, the Articles of Association (and its amendments) as applicable upon the completion of the Company's initial public offering and listing of H shares and the securities regulatory rules of the place where the Company's shares are listed shall prevail, and these terms of reference shall be promptly amended and reported to the board of directors for consideration and approval.

- Article 23** These terms of reference shall take effect from the date of approval by the board of directors. Following such approval by the board of directors, these terms of reference specifically apply to the listed Company, the Hong Kong Listing Rules or the securities regulatory rules of the place where the Company's shares are listed shall remain temporarily ineffective prior to the listing and trading of the Company's publicly issued H shares on the Main Board of the Hong Kong Stock Exchange, and shall take effect and come into force from the date on which the Company's publicly issued H shares are listed and traded on the Main Board of the Hong Kong Stock Exchange.
- Article 24** The amendments to these terms of reference shall be proposed by the Strategy and Sustainable Development Committee in the form of a draft amendment and submitted to the board of directors for consideration and approval.
- Article 25** These terms of reference shall be interpreted by the board of directors of the Company.

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