ZHONGJI INNOLIGHT CO., LTD.
Rules of Procedure for the Strategy Committee of the Board of Directors

Chapter I General Provisions

Article 1 In order to accommodate the needs of strategic development of Zhongji InnoLight Co., Ltd. (hereinafter referred to as the "Company"), strengthen its core competitiveness, determine its development plans, optimize its procedures for making investment decisions, enhance the rationality of its decision-making, and improve the effectiveness and quality of major investment decisions, the Company has established a strategy committee of the board of directors (hereinafter referred to as the "Strategy Committee" or the "Committee") as a dedicated body responsible for the long-term development strategies and major investment decisions of the Company.

Article 2 In order to ensure that the Strategy Committee carries out its work in a standardized and efficient manner, the board of directors of the Company has formulated these Rules of Procedure in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Articles of Association and other relevant provisions.

Chapter II Composition

Article 3 The Strategy Committee shall consist of more than three (inclusive) directors.

Article 4 The Strategy Committee shall have one convener, who shall be the chairman of the board of directors of the Company.

The convener of the Strategy Committee shall be responsible for convening and presiding over the meetings of the Strategy Committee. In case of failure or inability to perform his/her duties, the convener of the Committee shall designate another member to act on his/her behalf. Where the convener of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the relevant situation to the board of directors of the Company, and the board of directors of the Company shall designate a member to perform the duties of the convener of the Strategy Committee.

Article 5 The term of office of the members of the Strategy Committee shall be the same as that of the directors of the board of directors of the same session. A member of the Strategy Committee shall not be removed from office without cause before the expiry of his/her term of office unless he/she is prohibited from holding office under the Company Law, the Articles of Association, laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or these Rules of Procedure. If any member of the Strategy Committee ceases to serve as a director of the Company during his/her term of office, he/she shall automatically lose his/her qualification as a member of the Strategy Committee.

Article 6 When the Strategy Committee has fewer than two-thirds of the required number of members due to the resignation, removal of members or other reasons, the board of directors of the Company shall fill in the vacancy within 60 days from the occurrence of such circumstances. Before the number of members of the Strategy Committee reaches two-thirds of the required number, the Strategy Committee shall suspend the exercise of the duties and authorities stipulated in these Rules of Procedure.

Article 7 The provisions on the obligations of directors stipulated in the Company Law and the Articles of Association shall apply to the members of the Strategy Committee.

Chapter III Duties and Authorities

Article 8 The Strategy Committee shall be accountable to the board of directors and report its work to the same, and shall be mainly responsible for researching and making recommendations on the Company's long-term development strategies and major investment decisions.

Article 9 The primary duties and authorities of the Strategy Committee include:

(i) To research and make recommendations on the Company's long-term development planning, business goals and development policies;

(ii) To research and make recommendations on business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy, and talent strategy;

(iii) To research and make recommendations on major investment and financing proposals subject to the approval of the board of directors as required by the Articles of Association;

(iv) To research and make recommendations on major capital operations and asset management projects subject to the approval of the board of directors as required by the Articles of Association;

(v) To be responsible for formulating the Company's ESG strategy and identifying material topics, and supervising the implementation of related measures;

(vi) To research and make recommendations on other major matters affecting the development of the Company;

(vii) To examine the implementation of items (i) to (vi);

(viii) Other duties and authorities granted by laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the board of directors.

Article 10 The Strategy Committee shall be accountable to the board of directors, and the resolutions and proposals made by the Committee shall be submitted to the board of directors for review and decision.

Article 11 When the Strategy Committee performs its duties, the relevant departments of the Company shall provide cooperation. The expenses incurred during the daily operation of the Strategy Committee shall be borne by the Company.

Chapter IV Convening of Meetings and Notices

Article 12 Meetings of the Strategy Committee comprise regular meetings and extraordinary meetings.

The Strategy Committee shall convene at least one regular meeting within four months after the end of each fiscal year.

An extraordinary meeting of the Strategy Committee may be convened at request by the convener of the Strategy Committee or jointly by more than two (inclusive of two) members.

Article 13 Meetings of the Strategy Committee may be held either as a physical meeting or with voting by way of correspondence.

Article 14 Regular meetings of the Strategy Committee shall be held with five-day notice prior to the meeting (excluding the day of the meeting), while extraordinary meetings shall be held with three-day notice prior to the meeting (excluding the day of the meeting), provided that the prescribed notice period may be exempted with unanimous consent of the attending members.

Article 15 The notice of a meeting of the Strategy Committee may be given by fax, email, telephone, or by personal or postal delivery. When the notice is given by telephone, email or other prompt means of communication, the person being notified shall be deemed to have received the notice of the meeting if no written objection is received within two days from the date of giving the notice.

Chapter V Procedures for Deliberation and Voting

Article 16 Meetings of the Strategy Committee shall be held only when more than two-thirds (inclusive of two-thirds) of the members are present.

Article 17 A member of the Strategy Committee may attend a meeting in person or authorize another member to attend the meeting and exercise voting rights on his/her behalf.

Article 18 If a member of the Strategy Committee authorizes another member to attend the meeting and exercise voting rights on his/her behalf, he/she shall submit a power of attorney to the chairperson of the meeting. The power of attorney shall be submitted to the chairperson of the meeting no later than the voting at the meeting.

Article 19 If a member of the Strategy Committee neither attends the meeting in person nor authorizes another member to attend on his/her behalf, he/she shall be regarded as absent from the relevant meeting.

If a member of the Strategy Committee fails to attend the meeting for two consecutive times, he/she shall be regarded as being unable to properly perform his/her duties and authorities, and the board of directors of the Company may remove him/her from his/her position as a member.

Article 20 Resolutions made by the Strategy Committee shall be passed by more than half of all members.

Each member of the Strategy Committee shall have one vote.

Article 21 Members present at the meeting shall, in a serious and responsible manner, deliberate the proposals and fully express their personal opinions. Members shall be responsible for their own votes.

Article 22 The voting methods of the meeting of the Strategy Committee shall be voting by show of hands or by poll.

Article 23 The proposals passed at the meeting of the Strategy Committee and the voting results shall be submitted to the board of directors of the Company in writing.

Article 24 The board of directors of the Company shall disclose the work carried out by the Strategy Committee in the past year in its annual work report, including, among others, information on convening of meetings and resolutions.

Article 25 The Strategy Committee shall keep written minutes of its meetings, and the members present at the meeting and the person taking the minutes shall sign the minutes. Members present at the meeting shall have the right to request explanatory remarks on their speeches at the meeting to be recorded in the minutes. The minutes of meetings of the Strategy Committee shall be kept by the secretary to the board of directors as archives of the Company for ten years during the existence of the Company.

Article 26 The members of the Strategy Committee shall be obliged to maintain the confidentiality of relevant information they have learnt about the Company until such information is made public.

Chapter VI Supplementary Provisions

Article 27 Matters not covered in these Rules of Procedure shall be dealt with in accordance with the requirements of then effective laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In case of any conflict between these Rules of Procedure and the requirements of then effective laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, the requirements of then effective laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 28 These Rules of Procedure shall be interpreted by the board of directors of the Company.

Article 29 These Rules of Procedure and any amendment thereto shall take effect from the date on which they are considered and approved by the board of directors.