DAHON TECH (SHENZHEN) CO., LTD.

Terms of Reference of the Strategic and ESG Committee of the Board of Directors (as considered and approved by the second session of the Board at the first meeting in 2026)

Chapter 1 General Provisions

Clause 1 In order to meet the strategic and sustainable development needs of DAHON TECH (SHENZHEN) CO., LTD. (hereinafter referred to as the "**Company**"), strengthen the Company's core competitiveness, establish the foundation for the Company's development plan, refine its investment decision-making process, enhance the management of its environmental, social and governance (ESG), reinforce its scientific decision-making, enhance the effectiveness and quality of its decision-making on major investment and capital operation, and optimise its governance structure, the Company has established a Strategic and ESG Committee (the "**Strategic and ESG Committee**") and formulated these terms of reference in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**") and other relevant laws, regulations, normative documents, as well as the relevant provisions of the Articles of Association of the Company (hereinafter referred to as the "**Articles of Association**").

Clause 2 The Strategic and ESG Committee is a dedicated working body under the board of directors of the Company (hereinafter referred to as the "**Board**"), which is chiefly responsible for researching and making recommendations on the Company's long-term development strategy and major investment decisions, and is responsible for the strategic development and management of the Company's ESG-related matters, and guiding and supervising the effective implementation of the Company's ESG initiatives.

Chapter 2 Composition

Clause 3 The Strategic and ESG Committee shall consist of three directors (each a "**Director**").

Clause 4 Members of the Strategic and ESG Committee shall be nominated by either the chairman of the Board, more than 1/2 of the independent Directors, or 1/3 of all Directors, and shall be elected by the Board.

Clause 5 The Strategic and ESG Committee shall have a convenor (chairman) who is responsible for convening and presiding over the business of the Committee.

Clause 6 The term of office of the Strategic and ESG Committee is the same as that of the Board, and the members may be re-elected upon the expiration of their term of office. During his term of office, if any member ceases to be a director of the Company, he shall automatically lose his qualification as a member of the Committee, and the vacancy in the Committee shall be filled by the Board in accordance with Clauses 3 to 5 above.

Clause 7 The Company shall establish an ESG task force, and the personnel of the ESG task force will be selected from the Company's mid-to-high level personnel based on their past working experience, professional knowledge and familiarity with the Company's affairs in ESG-related fields.

Clause 8 The Company secretary shall be responsible for matters including daily liaison and meeting preparation.

Chapter 3 Duties and Authority

Clause 9 The principal duties and authority of the Strategic and ESG Committee are:

(1) To conduct research and make recommendations on the Company's long-term development strategy, major investment decisions, ESG management, ESG risks and other major matters affecting the Company's development;

(2) To research and formulate the Company's ESG governance vision, ESG strategic planning, ESG management objectives, ESG management system and management rules;

(3) To review and supervise the Company's strategic implementation plan, strategic adjustment plan, ESG strategy, goals, and execution plan;

(4) To review the Company's ESG-related information disclosure to ensure the completeness and accuracy of ESG-related disclosure information;

(5) To review the feasibility analysis report of major project investment;

(6) To review the implementation plan of the Company's major project investment and the fund raising and application plan;

(7) To review any report on negotiations with partners in major project investment;

(8) To review the strategic plan and major matters such as capital increase, capital reduction, merger, division, liquidation, and listing of the Company;

(9) Other matters authorised by the Board.

Clause 10 The duties of the ESG Task force include:

(1) To keep abreast of the latest ESG-related laws and regulations, including the applicable provisions of the Listing Rules, and notify the Audit Committee of any changes;

(2) To identify key stakeholders based on the Company's business operations, understand and respond to their concerns about ESG matters, and update ESG policies in accordance with the latest regulatory provisions;

(3) To ensure the person-in-charge of each of the ESG-related departments to evaluate and manage risks under its scope of authorities, and report regularly to the group leader of the ESG task force;

(4) To ensure that ESG principles (including environmental and health and safety management system requirements) are integrated into the entity's business processes;

(5) To determine the Company's ESG management policy, strategy, materiality and goals;

(6) To evaluate the effectiveness of ESG policies and ensure their implementation, and regularly inform the Audit Committee on the effectiveness of their policies and management measures;

It shall prepare ESG-related reports and disclose that to the public, as well as report the relevant matters to the Strategic and ESG Committee.

Clause 11 The Strategic and ESG Committee shall be accountable to the Board, and proposals by the Strategic and ESG Committee shall be submitted to the Board for consideration and approval.

Chapter 4 Decision-making Procedures

Clause 12 The Strategic and ESG Committee may request relevant departments of the Company to provide relevant materials on business aspects and development strategies according to the needs of its work.

Clause 13 The Strategic and ESG Committee shall hold meetings and discuss according to the proposals, and present the results of the discussion to the Board.

Chapter 5 Rules of Procedure

Clause 14 The Strategic and ESG Committee meeting shall be held from time to time according to the actual situation and needs of the Company, and the members of the Strategic and ESG Committee and other Directors of the Company may propose to convene a Strategic and ESG Committee meeting.

The Strategic and ESG Committee shall notify all members three days before the meeting, and may notify its members for a meeting at any time in case of emergency.

If the Strategic and ESG Committee holds a meeting, the Company, in principle, shall provide relevant materials and information no later than three days before such meeting of the Strategic and ESG Committee. Information provided by the Company to the Strategic and ESG Committee shall be kept for a minimum of ten years.

Clause 15 Any member of the Strategic and ESG Committee may attend the meeting in person or authorise another member to attend the meeting and exercise his voting rights on his behalf.

If a member of the Strategic and ESG Committee authorises another member to attend the meeting and exercise his voting rights on his behalf, he shall submit a power of attorney to the chairman of the meeting no later than the time when voting shall take place at the meeting.

Clause 16 If a member of the Strategic and ESG Committee neither attends the meeting in person nor authorises another member to attend the meeting on his behalf, he shall be deemed to have not attended the relevant meeting.

If a member of the Strategic and ESG Committee fails to attend the meeting twice in a row, he shall be deemed to be unable to perform his duties and authority properly, and in that event, the Strategic and ESG Committee members may recommend the Board for his dismissal.

Clause 17 The convenor shall be responsible for convening and presiding over a meeting of the Committee, and if the convenor fails or is unable to perform his duties, he shall designate another member to act on his behalf. When the convenor neither performs his duties nor designates another member to perform his duties on his behalf, any member may report the relevant situation to the Board, who shall appoint a member to perform the duties of the convenor.

Clause 18 The quorum for any meeting of the Strategic and ESG Committee shall be at least 2/3 of the total members of the Committee. Each member shall have one vote. Resolution put forward at a meeting must be passed by a majority of all members to become effective.

Clause 19 In principle, a Strategic and ESG Committee meeting shall be held on-site. On the premise of ensuring that all participating Directors can fully communicate and express their opinions, meetings may be held by video, telephone or other means in accordance with the procedures when necessary. Voting at a Strategic and ESG Committee meeting shall be by a show of hands or by poll.

Clause 20 The Strategic and ESG Committee may also invite Directors and other senior management of the Company to attend meetings as observers when necessary.

Clause 21 If necessary, the Strategic and ESG Committee may engage, at the Company's expense, any intermediary institution to provide professional advice on its decision-making.

Clause 22 The convening procedures, voting method and approved proposals of the meetings of the Strategic and ESG Committee shall comply with the applicable laws and regulations, the Articles of Association, as well as these terms of reference.

Clause 23 Minutes of meetings of the Strategic and ESG Committee shall be maintained in written form, on which members present at the meeting shall sign. Members present at such meetings are entitled to require his speech at meetings to be explicitly recorded in minutes. Minutes of the Committee meetings shall be kept by the company secretary of the Company for ten years.

Clause 24 Resolutions passed by the Strategic and ESG Committee meetings and the voting results shall be reported in writing to the Board.

Clause 25 Members attending a meeting and persons sitting in on a meeting shall keep all matters discussed at the meeting confidential, and shall not disclose any relevant information without authorisation.

Chapter 6 Supplementary Provisions

Clause 26 These terms of reference shall be amended and interpreted by the Board.

Clause 27 These terms of reference shall become effective and be implemented upon consideration and approval by the Board.

Clause 28 Any matters not covered in these terms of reference or in any event that these terms of reference contravene relevant laws and regulations, the Hong Kong Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail. In case of any inconsistency between the terms of reference and any future laws, regulations, the Hong Kong Listing Rules, relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail, and these terms of reference shall be amended accordingly as soon as practicable and submitted to the Board for consideration and approval.

DAHON TECH (SHENZHEN) CO., LTD.
August 14, 2026