Transwarp Technology (Shanghai) Co., Ltd.

Terms of Reference of the Strategy Committee

CHAPTER 1 GENERAL PROVISIONS

Article 1 To meet the strategic development needs of Transwarp Technology (Shanghai) Co., Ltd. (hereinafter referred to as the "Company"), enhance the Company's core competitiveness, improve the investment decision-making procedures, strengthen the scientific basis of decision-making, improve the quality of decisions, and perfect the corporate governance structure, the Company hereby establishes a Strategy Committee of the Board of Directors (the Board) with these Terms of Reference in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law") and the Articles of Association of Transwarp Technology (Shanghai) Co., Ltd. (hereinafter referred to as the "Articles of Association") and other relevant laws, administrative regulations, departmental rules and other regulatory documents.

Article 2 The Strategy Committee is a specialized working body established by the Board in accordance with the Articles of Association, primarily responsible for studying the Company's long-term development strategy and major investment decisions and making recommendations to the Board.

CHAPTER 2 COMPOSITION

Article 3 The Strategy Committee shall consist of three directors.

Article 4 The chairman of the Board of the Company shall be an ex officio member of the Strategy Committee. The other members of the Committee 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 Committee shall have one chairperson, who shall be the chairman of the Board of the Company. The chairperson of the Committee shall serve as the convener and shall be responsible for presiding over the work of the Strategy Committee.

Article 6 The term of office of the members of the Strategy Committee shall be consistent with that of the directors. Upon expiration of their term, members may serve consecutive terms if re-elected. If, during their term, a member ceases to hold the position of director of the Company, such member shall automatically lose his/her membership on the Committee, and the Board shall fill the vacancy in accordance with Articles 3 through 5 above.

Article 7 The Strategy Committee may, based on actual circumstances, establish a strategic investment group to be responsible for routine work liaison, meeting organization, and other related matters. The general manager of the Company shall serve as the head of the strategic investment group, with one to two deputy heads appointed. Members of the strategic investment group shall be nominated by the general manager and submitted to the Strategy Committee for approval. Members of the strategic investment group need not be members of the Strategy Committee.

CHAPTER 3 DUTIES AND AUTHORITY

Article 8 The primary duties and authority of the Strategy Committee are as follows:

(I) To conduct research on and make recommendations regarding the strategic plan for the Company's long-term development;

(II) To conduct research on and make recommendations regarding major investment and financing plans that shall be approved by the Board under the Articles of Association;

(III) To conduct research on and make recommendations regarding major capital operations and asset management projects that shall be approved by the Board under the Articles of Association;

(IV) To conduct research on and make recommendations regarding other major matters affecting the Company's development;

(V) To examine the implementation of the above matters;

(VI) Other matters authorized by the Board.

Article 9 The Strategy Committee is accountable to the Board. Proposals of the Strategy Committee shall be submitted to the Board for consideration and decision.

The Strategy Committee shall provide all research and discussion details, materials and information to the Board in the form of reports, recommendations and summaries, for the Board's review and decision-making.

When the Strategy Committee performs its duties, relevant departments of the Company shall provide cooperation, and the required expenses shall be borne by the Company.

CHAPTER 4 WORKING PROCEDURES

Article 10 The strategic investment group shall be responsible for performing the preliminary preparatory work for the Strategy Committee's decision-making and providing the relevant information of the Company. The specific procedures are as follows:

(I) The relevant departments of the Company or the controlling (or participating) subsidiaries shall submit materials such as the intention, preliminary feasibility study report, and basic information of the partner for major investment and financing, capital operations, asset management, and other projects;

(II) The strategic investment group shall conduct a preliminary review, issue a project initiation opinion, and file the same with the Strategy Committee for record;

(III) The relevant departments of the Company or the controlling (or participating) subsidiaries shall conduct negotiations on agreements, contracts, articles of association (including drafts), and feasibility study reports with external parties, and submit the same to the strategic investment group;

(IV) The strategic investment group shall conduct an evaluation, issue a written opinion, and submit a formal proposal to the Strategy Committee.

Article 11 The Strategy Committee shall convene meetings based on the proposals of the strategic investment group, conduct discussions, submit the discussion results to the Board, and provide feedback to the strategic investment group.

CHAPTER 5 RULES OF PROCEDURES

Article 12 The meetings of the Strategy Committee shall be classified into regular meetings and interim meetings. The Strategy Committee shall convene at least one regular meeting annually, and issue a notice to all committee members five days before the convening of the meeting. An interim meeting of the Committee may be convened at the request of the chairperson, or upon the proposal of any non-chairperson member. All committee members shall be notified three days prior to the meeting. However, in urgent circumstances, an interim meeting may be convened at any time, provided that confirmation has been obtained that all individuals required to attend the meeting have received the meeting notice.

Article 13 The meetings of the Strategy Committee shall be convened and presided over by the chairperson. If the chairperson is unable to attend, he/she may authorize another member to convene and preside over the meeting.

Article 14 The notice of a meeting of the Strategy Committee may be given by means of facsimile, telephone, email, SMS, personal delivery, or written notice, provided that the meeting materials can be delivered to all members at the same time. The meeting notice shall include the following:

(I) The date, venue and convening method of the meeting;

(II) The purpose and agenda of the meeting;

(III) The contact person and contact details for the meeting;

(IV) The date on which the notice is sent.

Meeting materials for the Strategy Committee shall be delivered to all committee members and other participants entitled to attend the meeting simultaneously with the meeting notice.

Article 15 Meetings of the Strategy Committee shall be attended by the committee members in person. If a member is unable to attend a meeting for any reason, he/she may appoint in writing another member to attend the meeting on his/her behalf. The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall be signed or sealed by the appointing member. Any member attending the meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member fails to attend a meeting of the Strategy Committee in person or by proxy, the said member shall be deemed to have waived his/her right to vote at the meeting. Where an independent director member is unable to attend a meeting in person for any reason, he/she shall authorize another independent director member to attend on his/her behalf.

Article 16 A meeting of the Strategy Committee shall be held only if more than two-thirds of the members (including members who have appointed another member in writing to attend the meeting on their behalf) are present. Each member shall have one vote. A resolution of the meeting must be passed by a majority of all members.

Article 17 Voting at meetings of the Strategy Committee shall be conducted by a show of hands or by ballot. Meetings of the Strategy Committee may be held in the form of physical meetings or communication meetings. Communication meetings include telephone conferences, video conferences, and meetings by way of written proposals.

Article 18 When a meeting of the Strategy Committee is held by way of written proposals, the written proposals shall be delivered to all members by facsimile, express courier, or personal delivery. After the members have voted on the proposals, the original copies shall be returned to the Company for archiving. If the number of members who have signed to consent to a proposal meets the quorum prescribed in these Terms of Reference, the proposal shall become a resolution of the Committee.

Article 19 Members of the strategic investment group may attend meetings of the Strategy Committee as non-voting observers. When necessary, the Company's directors and senior management members may also be invited to attend such meetings as non-voting observers. If necessary, the Strategy Committee may engage intermediaries to provide professional opinions for its decision-making, with the expenses incurred to be borne by the Company.

Article 20 When a meeting of the Strategy Committee discusses any matter relating to a member of the Committee, the member concerned shall recuse himself/herself. In such cases, the meeting of the Strategy Committee may be held if a majority of the unrelated members are present, and any resolution passed shall require the affirmative vote of a majority of the unrelated members. If the number of unrelated members present at the meeting is less than one-half of the total number of unrelated members on the Strategy Committee, the matter shall be submitted to the Board for consideration.

Article 21 The convening procedures and voting methods of, and proposals passed at meetings of the Strategy Committee must comply with the provisions of relevant laws, administrative regulations, other regulatory documents, the Articles of Association, and these Terms of Reference.

Article 22 Minutes shall be kept for all meetings of the Strategy Committee, and the members attending the meeting shall sign the minutes. The minutes shall be maintained by the secretary of the Board of the Company.

Article 23 Proposals passed by, and the voting results of, a meeting of the Strategy Committee shall be reported in writing to the Board of the Company.

Article 24 All attending members and any individuals present as non-voting participants shall be bound by a duty of confidentiality regarding the matters discussed at the meeting, and shall not disclose any related information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 25 Unless otherwise specifically provided, the terms used in these Terms of Reference shall have the same meanings as those in the Articles of Association.

Article 26 Matters not covered by these Terms of Reference shall be handled in accordance with relevant national laws, administrative regulations, other regulatory documents, and the Articles of Association. In the event of any inconsistency between these Terms of Reference and relevant laws, regulations, regulatory documents, and the Articles of Association, the provisions of such relevant laws, regulations, regulatory documents, and the Articles of Association shall prevail. If these Terms of Reference conflict with any national laws, administrative regulations, other regulatory documents promulgated thereafter, or the Articles of Association as amended through legal procedures, the relevant national laws, administrative regulations, other regulatory documents, and the Articles of Association shall prevail, and these Terms of Reference shall be promptly revised and submitted to the Board for approval.

Article 27 The terms "more than" and "less than" as used in these Terms of Reference shall include the given number; while the terms "below" and "above" shall exclude the given number.

Article 28 These Terms of Reference shall be formulated and amended by the Board, and the Board shall be responsible for their interpretation.

Article 29 These Terms of Reference shall take effect upon consideration and approval by the Board of the Company.

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