Shenzhen Senior Technology Material Co., Ltd.

Terms of Reference of the Strategy and Development Management Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to meet the strategic development needs of Shenzhen Senior Technology Material Co., Ltd. (the "**Company**"), enhance the Company's core competitiveness, determine the Company's development plans, improve investment decision-making procedures, strengthen the scientific basis of decision-making, enhance the effectiveness and quality of major investment decisions and improve the corporate governance structure of the Company, the Company has established a Strategy and Development Management Committee of the Board of Directors (the "**Strategy Committee**") and formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies and other relevant laws and regulations, as well as the Articles of Association of Shenzhen Senior Technology Material Co., Ltd. (the "**Articles of Association**").

Article 2 The Strategy Committee is a special working body established by the Board of Directors pursuant to resolutions of the shareholders' general meeting, and is mainly responsible for studying the Company's long-term development strategies and major investment decisions and making recommendations thereon.

CHAPTER 2 COMPOSITION

Article 3 The Strategy Committee shall comprise three directors, including at least one independent director.

Article 4 Members of the Strategy Committee shall be nominated by the chairman of the Board of Directors, not less than one-half of the independent directors, or one-third of all directors, and shall be elected by the Board of Directors.

Article 5 The Strategy Committee shall have one chairman (convener), who shall be served by the chairman of the Board of Directors of the Company.

Article 6 The term of office of the Strategy Committee shall be the same as that of the Board of Directors. Members may serve consecutive terms if re-elected upon expiry of their terms. Where the number of members of the Strategy Committee falls below the required number due to resignation, removal or any other reason, the Board of Directors of the Company shall elect new members as soon as practicable in accordance with these Terms of Reference. Where the removal of an independent director results in the proportion of independent directors in the Strategy Committee failing to comply with the requirements of laws and regulations or the Articles of Association, the Company shall complete the by-election within sixty days from the date of occurrence of the aforesaid event.

Article 7 The Strategy Committee shall establish an Investment Review Group, with the general manager of the Company serving as the head of the Investment Review Group.

CHAPTER 3 RESPONSIBILITIES AND AUTHORITIES

Article 8 The principal responsibilities and authorities of the Strategy Committee are as follows:

(1) to study the Company's long-term development strategy plans and make recommendations thereon;

(2) to study major investment and financing proposals which are required under the Articles of Association to be approved by the Board of Directors and make recommendations thereon;

(3) to study projects relating to fixed asset investments, major capital operations, asset operation projects and cooperative development projects which are required under the Articles of Association to be approved by the Board of Directors and make recommendations thereon;

(4) to study other significant matters affecting the development of the Company and make recommendations thereon;

(5) to supervise and inspect the implementation of the Company's business plans and inspect the implementation of the above matters; and

(6) other matters authorised by the Board of Directors.

Article 9 The Strategy Committee shall be accountable to the Board of Directors, and the proposals of the Committee shall be submitted to the Board of Directors for consideration and decision.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 10 The Investment Review Group shall be responsible for the preparatory work for the decision-making of the Strategy Committee and shall provide relevant information of the Company, including:

(1) the relevant departments of the Company or the person in charge of the Company's subsidiaries shall submit information relating to major investment and financing projects, capital operations and intentions of asset operation projects, preliminary feasibility reports and general information of the partners;

(2) the Investment Review Group shall carry out preliminary review and put forward a written opinion on the approval of the project, which shall be filed to the Strategy Committee;

(3) the relevant departments or subsidiaries of the Company shall hold discussions with external parties regarding the agreements, contracts, articles of association, feasibility study reports and other relevant issues and report to the Investment Review Group; and

(4) the Investment Review Group shall conduct reviews, issue written opinions and submit formal proposals to the Strategy Committee.

Article 11 The Strategy Committee shall convene meetings based on the proposals submitted by the Investment Review Group, conduct discussions and submit the discussion results to the Board of Directors, while simultaneously providing feedback to the Investment Review Group.

CHAPTER 5 RULES OF PROCEDURE

Article 12 Notice of meetings of the Strategy Committee shall be given to all members three days prior to the meeting, provided that such notice period may be waived with the consent of all members of the Strategy Committee. Meetings shall be chaired by the chairman. Where the chairman is unable to attend the meeting, he/she may appoint another member (being an independent director) to chair the meeting.

Article 13 Meetings of the Strategy Committee shall only be held with the attendance of not less than two-thirds of the members. Where a member is unable to attend a meeting for any reason, he/she may appoint another member in writing to vote on his/her behalf. Independent directors shall attend meetings of the special committee in person. Where an independent director is unable to attend a meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint another member in writing to attend on his/her behalf. Each member shall have one vote, and resolutions passed at meetings must be approved by more than one-half of all members.

Article 14 Meetings of the Strategy Committee shall in principle be held on-site. On the premise of ensuring that all participating members can communicate and express their opinions fully, meetings may be held by video conference, telephone or other means. Voting at meetings of the Strategy Committee may be conducted by a show of hands, by poll or by written resolutions.

Article 15 The head of the Investment Review Group may attend meetings of the Strategy Committee. Where necessary, directors and senior management of the Company may also be invited to attend the meetings.

Article 16 Where necessary, the Strategy Committee may engage intermediary institutions to provide professional advice for its decision-making, and the expenses incurred shall be borne by the Company.

Article 17 The convening procedures, voting methods and resolutions passed at meetings of the Strategy Committee shall comply with the relevant laws, administrative regulations, rules, normative documents, the Articles of Association and these Terms of Reference.

Article 18 Minutes shall be kept for meetings of the Strategy Committee, and the opinions of the independent directors shall be recorded in the minutes. Members attending the meeting shall sign the minutes. The minutes shall be kept by the secretary to the board of directors of the Company for a period of ten years.

Article 19 Resolutions passed and voting results at meetings of the Strategy Committee shall be reported to the Board of Directors of the Company in writing.

Article 20 Members attending meetings shall be subject to confidentiality obligations in respect of matters discussed at the meetings and shall not disclose relevant information without permission.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 These Terms of Reference shall take effect from the date of approval by the Board of Directors.

Article 22 Any matters not covered by these Terms of Reference shall be implemented in accordance with the relevant laws of the State, administrative regulations, rules, normative documents and the Articles of Association. In the event that these Terms of Reference are inconsistent with any laws of the State, administrative regulations, rules, normative documents promulgated in the future or the Articles of Association as amended through lawful procedures, the relevant laws of the State, administrative regulations, rules, normative documents and the Articles of Association shall prevail, and these Terms of Reference shall be amended promptly and submitted to the Board of Directors for consideration and approval.

Article 23 The right of interpretation of these Terms of Reference shall vest in the board of directors of the Company.

Board of Directors of
Shenzhen Senior Technology Material Co., Ltd.
June 2025