

Shenzhen Camsense Technologies Co., Ltd.

Terms of Reference and Rules of Procedure of the Strategy Committee

Chapter 1 General Provisions

Article 1 In order to ensure the rationality of the development strategic planning and the scientific nature of investment decisions of Shenzhen Camsense Technologies Co., Ltd. (hereinafter referred to as the “**Company**”), the strategy committee under the board of directors (hereinafter referred to as the “**Board**”) of the Company (hereinafter referred to as the “**Committee**”) is established with the Terms of Reference and Rules of Procedure of the Strategy Committee of Shenzhen Camsense Technologies Co., Ltd. (《深圳市歡創科技股份有限公司戰略委員會職責和議事規則》) (hereinafter referred to as these “**Rules**”) in accordance with the Company Law of the People’s Republic of China, the Basic Norms for the Internal Control of Enterprises (《企業內部控制基本規範》) and its supporting guidelines, and other relevant laws, administrative regulations and normative documents (collectively referred to as “**National Laws and Regulations**”), 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 the Articles of Association of Shenzhen Camsense Technologies Co., Ltd. (hereinafter referred to as the “**Articles of Association**”).

Article 2 The Committee is a specific executive body under the Board of the Company, mainly responsible for the research and recommendations on the Company’s long-term development strategy and major investment decisions.

Article 3 The Committee shall be accountable for and report to the Board.

Article 4 These Rules shall apply to the Committee and the persons and departments governed by these Rules.

Chapter 2 Composition of the Committee

Article 5 The Committee shall consist of three directors, including at least one independent non-executive director. Members of the Committee shall be nominated by the chairman of the Board, appointed by the Board upon approval by a majority of all directors.

Article 6 The Committee shall have a chairman, who shall be the chairman of the Board and responsible for convening and presiding over the Committee meetings.

Article 7 The terms of office of the Committee members shall be consistent with those of their directorships. Committee members may be re-elected upon expiration of their terms of office. If any Committee member ceases to be a director of the Company during his/her term of office, his/her qualification as a Committee member shall be automatically revoked. When the number of Committee members falls below the number prescribed by these Terms, the Board shall fill the vacancy of the Committee in accordance with the provisions of these Rules.

Chapter 3 Responsibilities of the Committee

Article 8 The Committee mainly undertakes the following responsibilities:

- (1) to conduct research and make recommendations on Company's development strategies, development strategies for business sectors, and major investment decisions;
- (2) to conduct research and make recommendations on major business restructurings, mergers, divisions, dissolutions, and other significant matters of the Company and its subsidiaries;
- (3) to conduct research and make recommendations on major capital operations and asset management projects that are subject to the approval of the Board;
- (4) to conduct research and make recommendations on other major matters affecting the development of the Company;
- (5) to inspect the implementation of the above matters;
- (6) to perform other duties as required or delegated by the National Laws and Regulations, the Hong Kong Listing Rules, these Rules and the Board.

Chapter 4 Rules of Procedures

Article 9 The Committee may convene meetings when necessary on an ad hoc basis. The Committee meetings shall be convened by the chairman and the chairman of the Committee shall issue a notice to convene a meeting within three days from the date of the actual occurrence of any of the following circumstances:

- (1) where the Board deems it necessary;
- (2) where the chairman of the Committee deems it necessary;
- (3) where it is proposed by two members of the Committee.

Article 10 The Board office shall serve the notice of the meeting in written form on each of the Committee members and relevant persons being invited to attend the meeting as observers three days prior to the date of the meeting (except under special circumstances).

Article 11 Upon receipt of the notice of the meeting, all Committee members shall promptly provide confirmation and relevant replies (including but not limited to their availability and travel arrangements) by appropriate means.

Article 12 All members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person for any reason, such member shall, by signing and submitting a proxy form, authorise another member of the Committee to attend and express opinions at the meeting on his/her behalf. Such proxy form shall expressly state the scope and term of the authorisation. Each member may appoint only one other member as his/her proxy to exercise the voting right on his/her behalf for each meeting. Where a member authorises two or more other members to exercise the voting right on his/her behalf, such authorisation shall be invalid. In addition, no member shall accept any such authorisation from two or more other members concurrently.

Article 13 The quorum of a Committee meeting shall be two-thirds or more of the Committee members. Meetings of the Committee shall be presided over by the chairman of the Committee, who may appoint another member of the Committee to act on his/her behalf when he/she is unable to attend the meeting.

Article 14 All matters on the agenda shall be discussed during the meeting of the Committee, and the Committee members shall express their opinions explicitly, independently and fully based on their own judgment. Any disagreement shall be recorded in the meeting minutes to be presented to the Board.

Article 15 Committee meetings shall be held by physical meeting in principle. Under special circumstances, meetings may be convened by means of communication subject to the approval of the director of the Committee on the premise that Committee members can fully express their opinions. Where a meeting is held by means of communication, the Committee members shall submit to the Board their written opinions with respect to the matters to be discussed within the period specified in the notice of the meeting.

Article 16 Where necessary, the Committee may invite directors, relevant senior management and relevant experts of the Company, external experts, scholars, intermediary agencies and relevant persons to attend the meeting as observers.

Article 17 If a member of the Committee is interested in any matter being considered by the Committee, such member shall abstain from the discussion and voting of such matter.

Article 18 All persons attending or present at the Committee meetings shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorisation.

Article 19 The secretary to the Board shall be responsible for organising and coordinating the work between the Committee and relevant departments, and shall attend Committee meetings as observers.

Article 20 The Board office shall be responsible for the secretarial and administrative work of the Committee, including the preparation of the relevant materials required for meetings. The relevant functions of the Company shall be responsible for providing service, support, and cooperation for the Committee.

Article 21 Minutes shall be kept for the Committee meetings. The Board office shall designate a specific person to take the minutes. Committee members attending the meeting, persons present at the meeting, and the minutes taker shall sign the meeting minutes.

Article 22 After the convening of the Committee meeting, the Board office shall be responsible for the preparation of the minutes of the Committee meeting based on the research and discussions at the meeting. The approved resolutions and proposals shall be reported to the Board.

Article 23 Meeting minutes, meeting summary, proxy forms, written opinions of the members of the Committee and other materials of the Committee meetings shall be maintained by the Board office in accordance with the relevant regulations.

Article 24 The resolutions passed and the voting results thereof at the Committee meetings shall be reported to the Board of the Company in writing.

Chapter 5 Supplementary Provisions

Article 25 Unless otherwise stated, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 26 The terms “or more” and “within” mentioned in these Rules are inclusive of the number mentioned; “over” is exclusive of the number mentioned.

Article 27 For any matter not covered by these Rules, or in the event of any contradiction with any national laws, administrative regulations, normative documents, relevant regulatory rules of the place where the Company’s shares are listed or the Articles of Association as amended through lawful procedures promulgated after these Rules become effective, such laws, administrative regulations, normative documents, relevant regulatory rules of the listing place where the Company’s shares are listed and the Articles of Association shall prevail and these Rules shall be amended in a timely manner.

Article 28 The rights of interpretation of and amendment to these Rules shall be vested in the Board of the Company.

Article 29 These Rules shall take effect from the date of the initial public offering and listing of the Company’s H shares on The Stock Exchange of Hong Kong Limited upon being considered and approved by the Board.

Article 30 These Rules are available in both Chinese and English. In case of any discrepancy, the Chinese version shall prevail.