

SHENZHEN DOBOT CORP LTD

TERMS OF REFERENCE FOR THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 To meet the needs of the strategic development of SHENZHEN DOBOT CORP LTD (hereinafter referred to as the “Company”), improve the strategic decision-making procedures, enhance scientific decision-making by the board of directors, and continuously strengthen the core competitiveness of the entity, the Company formulated these terms of reference in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (hereinafter referred to as the “Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations and normative documents, and the operating rules of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange”) and relevant provisions of the Articles of Association of SHENZHEN DOBOT CORP LTD (hereinafter referred to as the “Articles of Association”) with reference to the actual circumstances of the Company.

Article 2 The Strategy Committee and its members shall comply with the provisions of laws, regulations, the Articles of Association and these terms of reference in good faith and sincerity.

Chapter II Composition of the Strategy Committee

Article 3 The Strategy Committee is accountable to the board of directors. All of its members shall be directors. The Strategy Committee shall have one chairman, who shall be the convener of the Strategy Committee. The Strategy Committee may be chaired by the chairman of the Company.

Article 4 The terms of office of members of the Strategy Committee shall be consistent with those of directors, and the members may be re-elected upon the expiration of the terms. If any member ceases to serve as a director of the Company during the term, he/she shall cease to be a committee member automatically, and the vacancy in the committee shall be filled by the board of directors in accordance with the provisions of these terms of reference.

Chapter III Duties of the Strategy Committee

Article 5 The primary duties of the Strategy Committee are as follows:

- (I) to study and make recommendations on the long-term development and strategic planning of the Company;
- (II) to study and make recommendations on major investments and financing schemes, which are subject to the approval of the board of directors as required by the Articles of Association;

- (III) to study and make recommendations on major capital operations and asset management projects, which are subject to the approval of the board of directors as required by the Articles of Association;
- (IV) to study and make recommendations on other major issues that may affect the development of the Company;
- (V) to monitor the implementation of the foregoing;
- (VI) to deal with other matters delegated by the board of directors.

Article 6 The Strategy Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making with reasonable cost to be borne by the Company.

Article 7 The Strategy Committee is accountable to the board of directors. The resolutions falling within the terms of reference of the Strategy Committee shall be considered and approved by the Strategy Committee and a work report thereon shall be formed before being submitted by the Strategy Committee to the board of directors for consideration.

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

- (I) to convene and preside over regular meetings of the Strategy Committee;
- (II) to convene extraordinary meetings of the Strategy Committee under exceptional circumstances;
- (III) to supervise and review the implementation of resolutions of the Strategy Committee;
- (IV) other duties as delegated by the board of directors and the Strategy Committee.

Article 9 When the chairman of the Strategy Committee is unable to perform his/her duties for any reason, he/she shall delegate another member to perform the duties on his/her behalf.

Chapter IV Terms of Reference for the Strategy Committee

Article 10 The members of the Strategy Committee shall have the right to propose the convening of meetings, which shall be convened by the chairman within ten days upon receipt of the proposal and notify all members three days before the convening of the meeting. A meeting may also be convened at any time with unanimous consent by all members.

Article 11 The meetings of the Strategy Committee shall be presided over by the chairman. Where the chairman is unable to preside over the meeting, it may also be presided over by another member, who is an independent non-executive director, or by a member elected by more than half of all committee members present at the meeting.

Article 12 The quorum of a meeting of the Strategy Committee shall be more than two-thirds of the members. Each member shall have one vote. A resolution of the meeting must be passed by more than half of all members.

Article 13 The voting at the meetings of the Strategy Committee shall be carried out by show of hands or by poll. The meeting may also be convened by telecommunication means.

Article 14 The secretary of the board of directors shall attend the meetings of the Strategy Committee. Other directors, members of the audit committee and senior management members of the Company may be invited to attend the meetings when necessary.

Article 15 All members present at the meeting are obliged to keep all matters discussed at the meeting confidential, and shall not disclose the relevant information without authorization.

Article 16 Members shall attend meetings of the Strategy Committee in person. If a member is unable to attend for any reason, he/she may appoint another member in writing to attend on his/her behalf. Where a member has failed to attend or appoint a proxy to attend a meeting of the Strategy Committee, he/she shall be deemed to have waived his/her right to vote at such meeting.

Article 17 The convening procedures and voting methods of the meetings of the Strategy Committee as well as resolutions passed thereat must comply with the provisions of relevant laws and regulations, the Articles of Association and these terms of reference.

Article 18 The Strategy Committee shall keep minutes for its meetings. The minutes shall be signed by members present at the meetings and the recorder. The minutes shall be maintained by the secretary of the board of directors for a period of not less than ten years.

Article 19 The resolutions passed and the results of a poll taken at a meeting of the Strategy Committee shall be reported in writing to the board of directors of the Company.

Chapter V Supplementary Provisions

Article 20 For any matters that are not covered in these terms of reference or if these terms of reference conflict with relevant laws, regulations and the Articles of Association, the relevant laws, regulations or the Articles of Association shall prevail.

Article 21 “More than”, “or more” and “within” referred to in these terms of reference include the relevant number, and “exceed” and “less than” do not include the relevant number.

Article 22 These terms of reference shall take effect and be implemented from the date when they are approved by a resolution of the board of directors. These terms of reference shall be interpreted by the board of directors of the Company.

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