

Beijing Geekplus Technology Co., Ltd.

Terms of Reference for the Strategy Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve the corporate governance structure of Beijing Geekplus Technology Co., Ltd. (the “**Company**”), the board of directors of the Company (the “**Board**”) established the strategy committee (the “**Strategy Committee**”), a special committee under the Board, and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China, the Articles of Association of Beijing Geekplus Technology Co., Ltd. (the “**Articles of Association**”) and other relevant regulations.

Article 2 The Strategy Committee is a special body set up by the Board in accordance with the Articles of Association, and is mainly responsible for researching and providing suggestions on the Company’s long-term development strategies and major investment decisions.

CHAPTER 2 COMPOSITION

Article 3 The Strategy Committee shall comprise three directors, including the chairman of the Board and at least one independent director.

Article 4 Members of the Strategy Committee shall be nominated by the chairman of the Board, by more than half of the independent directors or by one-third of all directors, and shall be elected by the Board.

Article 5 The Strategy Committee shall have one chairperson (the convener), who shall be the chairman of the Board and is responsible for convening committee meetings and presiding over the work of the Strategy Committee.

Article 6 The term of office of the members of the Strategy Committee shall be identical to their term of office on the Board, which is three years. Upon expiry of a term, a member may serve consecutive terms if re-elected. If any member resigns from the position of director of the Company during his/her term of office, he/she shall automatically lose his/her position as committee member, and the vacancy shall be filled by the Board in accordance with Article 3 to 5 above.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The major duties and authorities of the Strategy Committee include:

- (I) researching and providing suggestions on the Company’s long-term development strategy planning and the direction of technology and product development;
- (II) researching and providing suggestions on major investment and financing plans that require approval by the Board as stipulated in the Articles of Association;

- (III) researching and providing suggestions on major capital operations and asset management projects that require approval by the Board as stipulated in the Articles of Association;
- (IV) researching and providing suggestions on other major matters affecting the development of the Company;
- (V) inspecting the implementation of the above matters; and
- (VI) other matters authorized by the Board.

Article 8 The Strategy Committee shall be accountable to the Board. The proposals provided by the Strategy Committee shall be submitted to the Board for consideration and approval.

CHAPTER 4 RULES OF PROCEDURES

Article 9 The Strategy Committee shall convene meetings based on actual needs. An extraordinary meeting may be convened upon the proposal of the convener or more than half of the committee members.

Article 10 The Strategy Committee meeting(s) shall be convened and presided over by the convener; if the chairperson is unable or fails to perform his/her duties, he/she may appoint another member (which shall be an independent director) to preside over the meeting; if the convener fails to perform his/her duties, the member jointly elected by more than three members shall convene and preside over such meeting.

Article 11 To hold a Strategy Committee meeting, the notice of the time and venue of the meeting and the matters to be considered thereat shall be sent to all committee members three days before the meeting is held.

Article 12 A Strategy Committee meeting shall not be held unless there is a quorum of more than two-thirds of the members. Each member has one vote, and the resolutions made at the meeting shall be approved by a majority of all members.

Article 13 Votes at the Strategy Committee meetings shall be made by a show of hands or by poll. Strategy Committee meetings may be convened by voting by communications.

Article 14 When necessary, directors, the senior management and other staffs of the Company who are not affiliated with the Strategy Committee may be invited to attend the Strategy Committee meeting.

Article 15 If necessary, the Strategy Committee may engage an intermediary institution for a professional opinion in making decisions at the Company's expense.

Article 16 Where an agenda item relating to a member is to be discussed at the Strategy Committee meeting, such related member shall abstain from the meeting in respect thereof. The said Strategy Committee meeting may be held by the majority of the unrelated members attending the meeting and resolutions proposed shall be passed by the majority of the unrelated members. Where the number of unrelated members attending the meeting falls below one-half of the total number of unrelated members of the Strategy Committee, such matter shall be submitted to the Board for consideration.

Article 17 The procedures for convening a meeting, method of voting and passing of resolutions at a Strategy Committee meeting shall conform with the relevant laws, regulations, the Articles of Association and these terms of reference.

Article 18 The Strategy Committee shall keep meeting minutes. Members present at a meeting shall sign the minutes, which shall be kept by the secretary of the Board.

Article 19 Any proposals passed and poll results taken at a Strategy Committee meeting shall be reported to the Board in writing.

Article 20 Members and relevant persons present at a Strategy Committee meeting shall be obliged to keep confidential all matters discussed, and shall not disclose any relevant information to any person without authorization unless it is considered and approved by the shareholders' meeting or the Board and disclosed to the public, except for statutory reasons or by mandatory order of a competent authority.

CHAPTER 5 SUPPLEMENTAL PROVISIONS

Article 21 These terms of reference shall be formulated, reviewed and approved by the Board, and should be so for amendments thereto. These terms of reference shall take effect and come into force upon review and approval by the Board of the Company. The former Terms of Reference for the Strategy Committee of the Board of Directors will automatically be invalid from the date on which these terms of reference take effect.

Article 22 Unless otherwise provided, in these terms of reference, the meaning of "more than" includes the underlying number, while "majority" does not include the underlying number.

Article 23 Any matters not covered by these terms of reference shall be handled in accordance with the relevant laws, administrative regulations, normative documents, relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and based on the actual situation of the Company. Where relevant provisions of these terms of reference conflict with the laws, administrative regulations, relevant provisions of the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association that may be promulgated or amended from time to time in the future, the laws, administrative regulations, normative documents and relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 24 These terms of reference shall be interpreted by the Board.

Beijing Geekplus Technology Co., Ltd.