

Tuya Inc.

Corporate Governance Committee Charter

Adopted on June 15, 2022 and as amended on August 29, 2022
(which becomes effective immediately)

Purpose

The corporate governance committee (the “**Committee**”) is created by the board of directors (the “**Board**”) of Tuya Inc. (the “**Company**”) to, subject to the then effective articles and memorandum of association of the Company:

- review the Company’s actions in furtherance of its corporate social responsibility and corporate governance principles which shall be consistent with any applicable laws, regulations and listing standards; and
- develop and recommend to the Board the Code of Business Conduct and Ethics for the Company and oversee compliance with such code.

Membership

The Committee shall consist of one or more members of the Board. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the chairperson (the “**Chairperson**”) of the Committee. The Committee must be comprised entirely of independent non-executive directors, one of whom must act as the Chairperson of the Committee.

Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Corporate Governance

The following duties and responsibilities with respect of corporate governance are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by The Stock Exchange of Hong Kong Limited, and other applicable regulatory authority:

- (a) develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) review and monitor the training and continuous professional development of directors and senior management;
- (c) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) review the Company's compliance with the Corporate Governance Code as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and disclosure in the corporate governance report;
- (f) review and monitor whether the Company is operated and managed for the benefit of all its shareholders;
- (g) confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;
- (h) confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;
- (i) review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group) on one hand and any beneficiary of weighted voting rights on the other;
- (j) review and monitor all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;

- (k) make a recommendation to the Board as to the appointment or removal of the compliance adviser;
- (l) seek to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the requirements of Rule 8A.35 of the Listing Rules;
- (m) report on the work of the Committee on at least a half-yearly and annual basis covering all areas of its terms of reference; and
- (n) disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (i) to (k) above in the report referred to in sub-paragraph (m) above

Authority and Delegations

The Committee has the sole authority to retain and terminate any advisers, including sole authority to approve all such advisers' fees and other retention terms.

The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities. The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:

- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to the Chairperson of the Committee when it deems it to be appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

Notice of a Committee meeting shall be given two (2) calendar days prior to the meeting; provided that such requirement may be waived in writing by a majority of the members of the Committee then in office.

The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee members, and unless so fixed, the presence of a simple majority of Committee members then in office shall constitute a quorum.

Voting on Committee matters shall be on a one vote per member basis. All matters submitted for voting shall require voting by a majority of the Committee. The Chairperson could cast a tie-breaking vote when the Committee has a deadlock.

Full minutes of Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the meetings signed by the chairman of the meetings should be sent to all members of the Committee for their comment and records, within a reasonable time after the meeting.

A resolution in writing (in one or more counterparts), signed by all of the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. When signed a resolution may consist of several documents each signed by one or more of the Committee members.