

Exhibit A

**STRATEGIC DEVELOPMENT
COMMITTEE CHARTER OF
INTERCONT (CAYMAN) LIMITED**

Adopted: [], 2024

The responsibilities and powers of the Strategic Development Committee of the Board of Directors (the “Board”) of Intercont (Cayman) Limited (the “Company”), as delegated by the Board, are set forth in this charter (this “Charter”). Whenever the Compensation Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

I. PURPOSE

The purpose of the Strategic Development Committee shall be to assist the Board with its responsibilities for the organization’s mission, vision and strategic direction, mainly focusing on overseeing the development, periodic refreshment, and implementation of a pan-institutional strategic plan, in discharging its oversight duties with respect to the development and implementation of the Company’s strategic plan and the risks associated with such plan.

The Board recognizes that it is the responsibility of management to develop the Company’s strategic plan and implement such strategy. The Committee has been formed to foster a cooperative, interactive strategic planning process between the Board and management.

II. COMMITTEE MEMBERSHIP

The Strategic Development Committee shall consist of at least three members of the Board. Each member shall meet the independence and experience requirements and standards established from time to time by the Securities and Exchange Commission (the “SEC”) and any securities exchange on which the Company’s securities are listed or quoted for trading, in each case as amended from time to time.

The Committee shall be composed of three (3) or more directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The members of the Committee, including the Chairperson of the Committee (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. MEETINGS AND COMMITTEE ACTION

The Strategic Development Committee shall meet at such times as it deems necessary to fulfill its responsibilities, but not less frequently than annually. Meetings of the Strategic Development Committee shall be called by a majority of the members of the Strategic Development Committee upon such notice as is provided for in the Company’s charter documents with respect to meetings of the Board. A majority of the Strategic Development Committee members shall constitute a quorum. Actions of the Strategic Development Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members of the Strategic Development Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Strategic Development Committee. The Strategic Development Committee shall report its minutes from each meeting to the Board.

A majority of the members of the Strategic Development Committee may establish, consistent with the requirements of this Charter, such rules as may from time to time be necessary or appropriate for

the conduct of the business of the Strategic Development Committee. At each meeting, a majority of the members of the Strategic Development Committee shall appoint as secretary a person who may, but need not, be a member of the Strategic Development Committee. A certificate of the secretary of the Strategic Development Committee or minutes of a meeting of the Strategic Development Committee executed by the secretary setting forth the names of the members of the Strategic Development Committee present at the meeting or actions taken by the Strategic Development Committee at the meeting shall be sufficient evidence at all times as to the members of the Strategic Development Committee who were present, or such actions taken.

The Committee may form subcommittees for the special strategy implement purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall, from time to time as it considers necessary or appropriate:

- Oversee the development and execution of the Company's strategic plan to create long-term stockholder value.
- Evaluate strategic actions, including strategic cooperation, investments, merger, acquisitions, divestitures and other business and financing strategies and assess such actions for strategic alignment, short and long-term impact on the Company's objectives and stockholder value and other considerations.
- Monitor internal and external risks, threats and potential disruptions to the Company's strategic plan and prospects and review with management key issues, trends or developments impacting the Company's strategic plan.
- Report to the Board on its findings and actions and facilitate the Board's annual strategic planning session and periodic assessments of the Company's strategies and prospects.
- Make such recommendations to the Board and management with respect to any of the above and other matters as the Committee deems necessary or appropriate.
- Evaluate the Committee's performance and the performance of its members on an annual basis, including the Committee's compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
- Review and reassess this Charter, including the Committee's purpose and oversight role, at least annually and submit any recommended changes to the Board for its consideration.