

SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED
(舜宇光學科技(集團)有限公司)

**Terms of reference of
the corporate governance function
of the Board of Directors**

董事會企業管治職能之職權範圍

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(舜宇光學科技(集團)有限公司)
(“Company”「公司」)

**Terms of reference of the corporate governance function
of the Board of Directors (“Board”) of the Company**

董事會(「董事會」)企業管治職能之職權範圍

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| 1 | <u>Adoption of the Terms of Reference</u> | <u>採納職權範圍</u> |
| | <p>These terms of reference were adopted pursuant to a resolution passed by the Board at its meeting held on 22 December 2011.</p> | <p>本職權範圍是按本公司董事會於二零一一年十二月二十二日會議通過的決議採納立的。</p> |
| 2 | <u>Meetings</u> | <u>會議</u> |
| | <p>Meetings shall be held by the Board at least twice a year to consider the corporate governance policy and practices of the Company.</p> | <p>董事會應每年召開至少兩次，討論公司的企業管法政策及常規。</p> |
| 3 | <u>Authority</u> | <u>權力</u> |
| 3.1 | <p>The Board may exercise the following powers:</p> <p>(a) to seek any information it requires from senior management of the Company in order to perform its duties;</p> <p>(b) to obtain, at the Company’s expense, outside independent legal or other professional advice on any matter within its terms of reference;</p> <p>(c) to review annually these terms of reference and their effectiveness in the discharge of its duties; and</p> <p>(d) to exercise such powers as the Board may consider necessary and expedient so that their duties under section 4 below can be properly discharged.</p> | <p>董事會可以行使以下權力：</p> <p>可向公司高級管理人員獲取資訊以履行其職責；</p> <p>尋求與本職權範圍任何事項有關的外界獨立法律和其他專業意見，費用由公司承擔；</p> <p>每年檢討本職權範圍及其有效性以履行其職責；及</p> <p>為使董事會能合理地執行其於第四章項下的責任，執行其認為有需要及有益的權力。</p> |
| 3.2 | <p>The Board should be provided with sufficient resources to perform its duties.</p> | <p>董事會應獲供給充足資源以履行其職責。</p> |

4 Responsibility, Powers and Discretion

職責和權力

The Board shall have the following responsibilities, powers and discretion:

董事會有下列相應的責任、權力和酌情權：

(a) to develop and review the Company's policies and practices on corporate governance and make recommendations;

制定及檢討公司的企業管治政策及常規，並提出建議；

(b) to review and monitor the training and continuous professional development of directors and senior management;

檢討及監察董事及高級管理人員的培訓及持續專業發展；

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

檢討及監察公司在遵守法律及監管規定方面的政策及常規；

(d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and

制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及

(e) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

檢討公司遵守《企業管治守則》的情況及在《企業管治報告》內的披露。

* *In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.*

* 如英文文本及中文文本有不一致的地方，概以英文文本為準。