

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

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**Terms of reference of  
the strategy and development committee  
of the Board of Directors**

**董事會戰略發展委員會職權範圍**

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**(舜宇光學科技(集團)有限公司)**  
**(“Company”「公司」)**

**Terms of reference of the Strategy and Development Committee (“Committee”)  
of the Board of Directors (“Board”) of the Company**

**董事會(「董事會」) 戰略發展委員會(「委員會」) 職權範圍**

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| <b>1</b>   | <b><u>Adoption of the Terms of Reference</u></b>  | <b><u>採納職權範圍</u></b>   |
|            | <p>These terms of reference of the Committee were adopted pursuant to a resolution passed by the Board at its meeting held on 22 December 2011.</p>   | <p>本委員會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>                                 |
| <b>2</b>   | <b><u>Membership</u></b>  | <b><u>成員</u></b>   |
| <b>2.1</b> | <p>Members of the Committee shall be appointed by the Board, where appropriate, in consultation with the Chairman of the Committee and shall consist of not less than three members.</p>  | <p>委員會委員由董事會委任組成，並在適當的情況下，向委員會主席諮詢有關該任命。委員會人數最少3名。</p>                           |
| <b>2.2</b> | <p>The Chairman of the Committee shall be appointed by the Board.</p>   | <p>委員會主席由董事會委任。</p>  |
| <b>2.3</b> | <p>The secretary of the Committee shall be appointed by the Board.</p>  | <p>委員會秘書由董事會委任。</p>  |
| <b>2.4</b> | <p>The appointment of the members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.</p>  | <p>經董事會通過決議，方可委任額外的委員會的成員或罷免委員會的成員或秘書。</p>                                       |
| <b>2.5</b> | <p>Only members of the Committee have the right to attend Committee meetings. Other individuals such as the chairman of the Board, other directors, head of business unit, and representatives from the finance department, may be invited to attend all or part of any meetings as and when appropriate.</p> | <p>只有本委員會成員才有權參加本委員會的會議。其他人員如董事會主席，其他董事，部門經理，財務部門代表可在適當的情況下被邀請參加本委員會各項或部分會議。</p> |

### 3 Proceedings of the Committee

### 會議程式

#### 3.1 *Notice:*

#### 會議通知：

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or facsimile transmission at the telephone number or facsimile number or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine. 任何委員會成員或委員會秘書（應董事的請求時）可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員（以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準）。
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting. 以口頭通知方式召開的會議，應儘快（及在會議召開前）以書面方式確實。
- (d) Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable in all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree). 會議通告必須說明開會目的、開會時間及地點並附以議程及連同委員會成員就會議目的或需要參閱的其他文件。第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的最少三天前（或協定的其它時間內）送出。委員會其它所有會議在切實可行的情況下亦應採納以上安排。

- 3.2 *Quorum:*** The quorum of the Committee meeting shall be two members of the Committee. **法定人數：**會議法定人數為兩位成員。
- 3.3 *Frequency:*** Meetings shall be held at least four times a year at approximately quarterly intervals to consider the strategies and development plans of the Company. **次數：**委員會會議應每年召開至少四次，大約每季一次，討論公司戰略和發展規劃。
- 3.4 *Participation:*** Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. **參與：**成員可以以電話會議或其它形式參加委員會會議，但所有參加會議的人員應能相互清晰聽到。
- 4 Resolutions** **決議**
- 4.1** Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present. 任何委員會會議決議都必須由參加會議的多數成員投票贊成通過。
- 4.2** Written resolutions may be passed by all Committee members in writing. 委員會成員可以以書面方式通過任何決議，惟所有委員會成員必須書面同意。
- 5 Alternate Committee members** **委任代表**
- A Committee member may not appoint any alternate. 委員會成員不能委任代表。
- 6 Authority of the Committee** **委員會的權力**
- 6.1** The Committee may exercise the following powers: 委員會可以行使以下權力：
- (a) to seek any information it requires from senior management of the Company in order to perform its duties; 可向公司高級管理人員獲取資訊以履行其職責；
- (b) to obtain, at the Company's expense, outside independent legal or other professional advice on any matter within its terms of reference; 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；
- (c) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendations to the Board any changes it considers necessary; and 每年檢討本職權範圍及其有效性，如委員會覺得有需要，可向董事會提供修改建議；及

(d) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

為使委員會能合理地執行其於第七章項下的責任，執行其認為有需要及有益的權力。

6.2 The Committee should be provided with sufficient resources to perform its duties.

委員會應獲供給充足資源以履行其職責。

## 7 Responsibility, Powers and Discretion

## 委員會的職責和權力

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

委員會有下列相應的權力和職責：

(a) to review the documents from the senior management of the Company on issues relating to its strategies and developments (such as vision of the Company, mission of the Company, and annual strategy documents) on a regular basis and make recommendations to the Board regarding any proposed changes;

定時檢查公司高級管理層關於戰略和發展（例如公司的遠景，目標以及年度戰略等）的文件，如需變動，則向董事會提出建議；

(b) to identify marketing changes and competition or make recommendations to the Board on issues relating to the Company's strategies and developments, such as Company's market positions, pricing strategies, new markets and strategic partnerships;

確定市場變化和競爭對象，對公司的戰略和發展向董事會做出建議，如公司的市場位置，定價策略，新市場和戰略合作夥伴等方面；

(c) to make recommendations to the Board on matters relating to the Company's strategies and developments; and

對公司策略和發展的有關事項向董事會提出建議；及

(d) all such other responsibilities and powers as may be delegated by the Board from time to time.

行使董事會不時交給本委員會的權力和責任。

## **8 Reporting procedures**

- 8.1** Full minutes of the Committee meetings and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2** The secretary of the Committee shall circulate the draft and final version of minutes of the meetings of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comments and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3** The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.
- 8.4** The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

## **9 Annual General Meeting**

The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholders' questions on the Committee's activities.

## **10 Continuing application of the articles of association of the Company**

The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

## **會議紀錄及書面決議的傳閱**

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

委員會秘書應將委員會會議記錄的初稿及最後定稿或書面決議簽署前，在會議後或通過該書面決議後一段合理時間內先後發送委員會全體委員，初稿供成員表達意見，最後定稿作其紀錄之用。

委員會秘書應備存本公司各財政年度委員會舉行的會議之會議紀錄及個別成員出席紀錄。

委員會主席應在每次會議後就其職責及責任範圍的所有事項正式向董事會作出報告。

## **週年大會**

委員會主席應在盡可能允許的情況下參加公司週年大會，並準備回答股東有關委員會活動的問題。

## **本公司章程的持續適用**

就前文未有作出規範，但本公司章程細則作出了規範的董事會會議程式的規定，適用於委員會的會議程式。

## 11 Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these terms of reference and any resolutions passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

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

## 董事會權力

本決議所有規則以及本委員會通過的任何決議，可以由董事會在不違反公司章程細則及香港聯合交易所上市規則的前提下，隨時修訂、補充及廢除，惟有關修訂及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

\* 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。