

# **Lens Technology Co., Ltd.**

## **Terms of Reference of the Strategy Committee under the Board of Directors**

### **Chapter I General Provisions**

**Article 1** In order to meet the strategic development needs, enhance the core competitiveness, improve the efficiency and quality of major investment decisions of Lens Technology Co., Ltd. (hereinafter referred to as the “Company”) and to further improve the corporate governance structure, the board of directors of the Company (the “Board”) has, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Code on Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, regulations, regulatory documents as well as the Articles of Association of Lens Technology Co., Ltd. (hereinafter referred to as the “Articles of Association”), these Terms of Reference formulated.

**Article 2** The Strategy Committee is a specialised working body established by the Board, which is mainly responsible for conducting research and making recommendations on the Company’s long-term development strategy and major investment decisions.

### **Chapter II Formation and Composition**

**Article 3** The Strategy Committee shall consist of three directors, two of whom shall be independent non-executive directors, with the Chairman of the Board as a member.

**Article 4** The members of the Strategy Committee other than the Chairman shall be nominated by the Chairman, more than one-half of the independent non-executive directors or more than one-third of all the directors and elected by the Board.

**Article 5** The Strategy Committee shall have a convenor, who is responsible for chairing the work of the Strategy Committee, and who shall be the Chairman of the Board.

The term of office of the members of the Strategy Committee shall be the same as that of his/her directorship. After the term expires, members of the Strategy Committee can be re-elected.

Before the expiry of the term of office of a member, he/she shall not be removed from office without cause, unless he/she is prohibited from holding office under the provisions of the Company Law, the Articles of Association, the Hong Kong Listing Rules or these Terms of Reference. If any member ceases to serve as a director of the Company during the period due to resignation or other reasons, his/her membership shall be automatically forfeited from the time he/she ceases to be a director. The Board shall add new members in accordance with the Articles of Association and these Terms of Reference.

In the event that the number of members of the Strategy Committee falls below two-thirds of the required number due to resignation, removal or other reasons, the Board of the Company shall appoint new members as soon as possible. During the period when the number of members of the Strategy Committee is less than two-thirds of the required number, the Strategy Committee shall suspend the exercise of its powers and functions as stipulated in these Terms of Reference.

**Article 6** A working group shall be established under the Strategy Committee. The secretary of the Board is responsible for the specific coordination between the Strategy Committee and the Board.

### **Chapter III Duties and Authorities**

**Article 7** The main duties and authorities of the Strategy Committee are as follows:

- (1) to study and making recommendations on the Company's long-term development strategic planning;
- (2) to study and make recommendations on major investment and financing plans subject to the approval of the Board;
- (3) to study and make recommendations on major capital operation and asset management projects subject to the approval of the Board;
- (4) to study and make recommendations on other major matters affecting the development of the Company;
- (5) to inspection of the implementation of the above;
- (6) other matters stipulated by other laws and regulations, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and authorised by the Board.

**Article 8** The Strategy Committee shall be responsible to the Board and the proposals of the Committee shall be submitted to the Board for consideration and decision.

### **Chapter IV Notification and Convening**

**Article 9** The Strategy Committee shall, in principle, notify all members three days prior to the meeting, and notice of the meeting may be given in writing, by telephone, by e-mail or by other expeditious means, except in special circumstances. The meeting shall be chaired by the chairperson, who may delegate one of the other members to chair the meeting if he/she is unable to attend.

**Article 10** The meeting of the Strategy Committee shall be held with the attendance of more than two-thirds of the members; the meeting of the Strategy Committee shall be attended by the members themselves; if a member is unable to attend the meeting for any reason, he/she may entrust another member in writing to attend and vote on his/her behalf; if a member entrusts another member to attend the meeting on his/her behalf and to exercise his/her voting right, he/she shall submit a written power of attorney to the presiding officer of the meeting. The power of attorney shall be submitted to the presiding officer no later than the time of voting.

**Article 11** Each member shall have one vote; resolutions made by the meeting shall be adopted by a majority of all members.

**Article 12** In principle, the meetings of the Strategy Committee shall be held in the form of on-site meeting. Under the premise of ensuring that all participating members can fully communicate and express their opinions, the meetings may be convened and resolutions may be made in accordance with the procedures by means of video, telephone or other means (hereinafter collectively referred to as the “communication voting means”) and shall be signed by the participating members when necessary.

In the case of a communication vote means, a member of the Strategy Committee shall be deemed to be present at the meeting and agreed to the contents of the resolutions of the meeting by signing it.

**Article 13** The person in charge of the working group may participate in (attend) the meetings of the Strategy Committee, and may also invite the directors, supervisors, other senior management of the Company and experts in relevant fields to attend the meetings if necessary.

**Article 14** If necessary, the Strategy Committee may engage an intermediary to provide professional advice for its decisions at the Company’s expense.

**Article 15** The procedures for convening the meetings of the Strategy Committee, the voting method and the proposals passed at the meetings shall comply with the relevant laws and regulations, the rules of securities regulation of the place where the Company’s shares are listed, the Articles of Association and these Terms of Reference.

**Article 16** The meetings of the Strategy Committee shall be recorded and the members present at the meeting shall sign the minutes; the members present at the meeting shall have the right to request that a descriptive entry be made in the minutes of their speeches made at the meeting; and the minutes of the meetings shall be kept by the secretary of the Board of the Company for a period of not less than ten years.

**Article 17** The proposals and voting results passed at the meetings of the Strategy Committee shall be reported in writing to the Board of the Company.

**Article 18** Members attending the meeting are bound by a duty of confidentiality with respect to the proceedings of the meeting and are not permitted to disclose relevant information without authorisation.

## **Chapter V Decision-making Procedures**

**Article 19** The working group is responsible for the preparation of the decision-making of the Strategy Committee and providing information on relevant aspects of the Company:

- (1) the heads of the relevant departments of the Company shall report the intention, preliminary feasibility reports of major investment and financing, capital operation and asset management projects, and the basic information of the co-operating parties;
- (2) the working group shall conduct evaluation, issue written opinions and submit formal proposals to the Strategy Committee. The working group formulates a report on the Company's development strategy planning once every three years. The working group is responsible for coordinating the drafting of the strategic planning report by various departments, conducting research and analysis in conjunction with industry dynamics, industrial policies and macroeconomic information, etc., preparing a draft of the strategic planning and submitting a formal strategic planning report to the Strategy Committee.

**Article 20** The Strategy Committee shall convene a meeting on the basis of the working group's proposals, conduct discussions, and submit the results of the discussion to the Board.

## **Chapter VI Supplementary Provisions**

**Article 21** Matters not covered in these Terms of Reference shall be implemented in accordance with the relevant laws and regulations of the State, the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association. In the event of any inconsistency between these Terms of Reference and the relevant laws and regulations, the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, they shall be implemented in accordance with the laws and regulations, the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association.

**Article 22** Capitalised terms used in these Terms of Reference shall have the same meaning as those used in the Articles of Association, unless otherwise required in these Terms of Reference.

**Article 23** The Board of the Company shall be responsible for the interpretation of these Terms of Reference.

**Article 24** These Terms of Reference, after being considered and approved by the Board, shall take effect from the date of listing of the Company's H-shares in the initial public offering on The Stock Exchange of Hong Kong Limited.

**Lens Technology Co., Ltd.**