



Vinda International Holdings Limited
維達國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “Company”)

STRATEGIC DEVELOPMENT COMMITTEE
TERMS OF REFERENCE

1. Membership

- 1.1 Members of the strategic development committee of the Company (the “**Strategic Development Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”) from amongst the directors of the Company and shall comprise a minimum of three members.
- 1.2 The chairman of the Strategic Development Committee shall be appointed by the Board.
- 1.3 The appointment of the members and the secretary of the Strategic Development Committee may be revoked, or additional members may be appointed to the Strategic Development Committee by separate resolutions passed by the Board.
- 1.4 Only the members of the Strategic Development Committee have the right to attend Strategic Development Committee meetings. Notwithstanding the foregoing, other directors of the Company, external advisers and other parties may be invited to be present at the whole or any part of a Strategic Development Committee meeting in an appropriate manner as and when appropriate.
- 1.5 A member of the Strategic Development Committee departing from the Company or ceasing to be a director of the Company shall upon such cessation immediately and automatically cease to be a member of the Strategic Development Committee.

2. Secretary

The company secretary of the Company or his/her delegate shall be the secretary of the Strategic Development Committee (the “**Secretary**”).

3. Frequency of meetings

Meetings of the Strategic Development Committee meetings shall be held regularly every quarter or as and when deemed to be necessary by the chairman of the Strategic Development Committee.

4. Notices of meetings

4.1 Unless otherwise agreed by all the Strategic Development Committee members, a meeting of the Executive Committee shall be called with at least three days' prior notice specifying the date, time and venue/method of the meeting.

4.2 A member of the Strategic Development Committee may at any time request the Secretary to summon a meeting of the Strategic Development Committee. Notice shall be given to each member of the Strategic Development Committee orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or address or e-mail address from time to time notified to the Secretary by such member of the Strategic Development Committee or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.

4.3 Strategic Development Committee meetings shall be convened by the Secretary.

4.4 Unless waived by all members of the Strategic Development Committee, an agenda of the matters to be discussed shall be sent to each member of the Strategic Development Committee at least three days before the date of the meeting. Meeting documents including such meeting agenda shall be sent to the members of the Strategic Development Committee and other appropriate attendees at the same time.

5. Proceedings of meetings

5.1 The quorum of a Strategic Development Committee meeting shall be two members. Strategic Development Committee meetings duly convened with the necessary quorum present shall have the power to exercise all or any authorities, powers and discretion granted to or exercisable by the Strategic Development Committee. A meeting chairman should be elected if the Strategic Development Committee chairman cannot attend the meeting.

5.2 Members of the Strategic Development Committee may participate in a meeting of the Strategic Development Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

5.3 Resolutions proposed at any Strategic Development Committee meeting shall be passed by the majority of the members present at the meeting. In the case of an equality of votes, the chairman of the Strategic Development Committee shall have the casting vote.

6. Written resolutions

Subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time (the “**Listing Rules**”) and the articles of association of the Company, resolutions of the Strategic Development Committee may be passed by all members of the Strategic Development Committee in writing.

7. Authorities

The Strategic Development Committee is authorised by the Board to review any matter under these Terms of Reference.

8. Responsibilities and duties

The responsibilities and duties of the Strategic Development Committee shall be:

- (a) to advise on strategy of the Company and its subsidiaries (the “**Group**”), namely to review and advise the mid to long term strategic positioning, business plans, brand strategies, investment decisions and mergers and acquisitions of the Group and make recommendations to the Board/Executive Committee of the Company;
- (b) to monitor, review and advise the implementations of strategic plans;
- (c) to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements); and
- (d) to carry out any other duties assigned by the Board.

9. Minutes of meetings

- 9.1 The Secretary shall record all proceedings and resolutions of all meetings of the Strategic Development Committee, including the names of those attended and present, prepare and keep minutes recording in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.
- 9.2 The Secretary shall circulate the draft and final versions of minutes of meetings and all written resolutions of the Strategic Development Committee to all members of the Strategic Development Committee for their comment and records within reasonable time after the meeting or the passing of the written resolutions.

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 so far as the same are applicable and not inconsistent with the provisions of these Terms of Reference shall apply to regulate the meetings and proceedings of the Strategic Development Committee.

11. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke these Terms of Reference and/or any resolution passed by the Strategic Development Committee provided that no amendments to or revocation of these Terms of Reference and/or any resolution passed by the Strategic Development Committee shall invalidate any prior act and resolution of the Strategic Development Committee which would have been valid if these Terms of Reference had not been amended or revoked.

12. General

The Strategic Development Committee shall have the discretion to, as it deems reasonable and in the interest of the Company, do such things and exercise such powers granted to it in accordance with any rule, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

Revised on 7 April 2017