



**HUNG FOOK TONG**

**Hung Fook Tong Group Holdings Limited**

**鴻福堂集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 1446**

**Strategy and Development Committee**

**Terms of Reference**

## **Preamble**

1. Hung Fook Tong Group Holdings Limited (the “**Company**”) was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**HKEx**”) on 4 July 2014.

## **Constitution**

2. The Strategy and Development Committee was established by resolutions of the board of directors of the Company (the “**Board**”, and each director of the Board, a “**Director**”) on 11 June 2014.

## **Membership**

3. The members of the Strategy and Development Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, whom should be executive Directors. The quorum of the Strategy and Development Committee meeting shall be any two members of the Strategy and Development Committee, one of whom should be the chairman of the Strategy and Development Committee.
4. The Strategy and Development Committee shall be chaired by the chairman of the Strategy and Development Committee.
5. The term of office of a member of the Strategy and Development Committee shall be determined by the Board.

## **Frequency and procedure of meetings**

6. Unless otherwise stated herein, the meetings of the Strategy and Development Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company’s bye-laws.
7. Meetings shall be held not less than once a year. The chairman of the Strategy and Development Committee shall convene a meeting upon request by any member of the Strategy and Development Committee.
8. An agenda and any accompanying committee papers should be sent in full to all members of the Strategy and Development Committee in a timely manner and at least three days before the proposed date of a meeting of the Strategy and Development Committee (or other agreed period).
9. The Company is obliged to supply the Strategy and Development Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the senior management.
10. The Secretary of the Strategy and Development Committee shall be the company secretary of the Company or his/her appointed delegate.

## **Annual General Meeting**

11. The chairman of the Strategy and Development Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Strategy and Development Committee's activities.
12. If the chairman of the Strategy and Development Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Strategy and Development Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder's questions on the Strategy and Development Committee's activities.

## **Authority**

13. The Strategy and Development Committee is authorised by the Board to investigate any activity mentioned in these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Strategy and Development Committee.
14. The Strategy and Development Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense.

## **Duties**

15. The duties of the Strategy and Development Committee shall include analysing the market trends and the formulation of the Company's business strategies and plans from time to time and making recommendations to the Board.

## **Reporting procedures**

17. Full minutes of the Strategy and Development Committee's meetings should be kept by the secretary of the Strategy and Development Committee and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
18. Minutes of meetings of the Strategy and Development Committee shall record in sufficient detail the matters considered by the Strategy and Development Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Strategy and Development Committee for their comment and records respectively, within a reasonable time after such meetings.
19. Without prejudice to the generality of the duties of the Strategy and Development Committee set out above, the Strategy and Development Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations unless there are legal or regulatory restrictions on doing so.

### **Provision of Terms**

20. The Strategy and Development Committee shall make available these terms of references on request, thereby explaining the role of the Strategy and Development Committee and the authority delegated to it by the Board.

### **Approval of Disclosure Statements**

21. The Strategy and Development Committee shall be responsible for approving all disclosure statements in relation to the Strategy and Development Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the HKEx's website and the Company's website.

### **Review of Terms**

22. The Strategy and Development Committee shall review these terms of references annually, and may consider and submit to the Board any proposed changes that the Strategy and Development Committee deems appropriate or advisable.