

SHARE ECONOMY GROUP LIMITED

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(共享經濟集團有限公司)

(「本公司」)

(於開曼群島註冊成立的有限公司)

TERMS OF REFERENCE FOR THE STRATEGIC DEVELOPMENT COMMITTEE

(Adopted by the Company on 29 August 2017)

戰略發展委員會的職權範圍

(由本公司於二零一七年八月二十九日採納)

1. MEMBERSHIP

成員

- 1.1 Members of the Strategic Development Committee of the Company (the “Committee”) shall be appointed by the board (the “Board”) of directors (the “Directors”) of the Company from amongst the Directors and shall comprise a minimum of three members.
本公司戰略發展委員會(「委員會」)的成員須由本公司董事(「董事」)會(「董事會」)從董事中委任，委員會至少要有三名成員。
- 1.2 The chairman of the Committee shall be appointed by the Board.
委員會的主席須由董事會委任。
- 1.3 The appointment of the members and the secretary of the Committee may be revoked, or additional member(s) may be appointed to the Committee by separate resolutions passed by the Board.
經董事會通過獨立決議案，方可委任額外或罷免委員會成員及秘書。
- 1.4 Only the members of the Committee have the right to attend Committee meetings. Notwithstanding the foregoing, other Directors, external advisers and other parties may be invited to be present at the whole or any part of a Committee meeting in an appropriate manner as and when appropriate.
只有委員會成員方有權出席委員會會議。儘管有上述規定，其他董事、外聘顧問及其他人士可獲邀於適當時以適當方式出席委員會會議的全部或任何部分議程。
- 1.5 A member of the Committee departing from the Company or ceasing to be a Director shall upon such cessation immediately and automatically cease to be a member of the Committee.
從本公司離職或不再為董事的委員會成員將於離職或不再為董事時即時及自動不再為委員會成員。

2. SECRETARY

秘書

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

本公司的公司秘書或其委派的代表須擔任委員會的秘書(「秘書」)。

3. FREQUENCY OF MEETINGS

會議次數

- 3.1 The Committee shall hold at least one regular meeting in a year. Additional meeting(s) of the Committee may be held as and when required.

委員會應每年召開至少一次定期會議。委員會亦可在有需要時召開額外會議。

4. NOTICE OF MEETINGS

會議通知

- 4.1 Unless otherwise agreed by all members of the Committee, notice (containing details of the venue, time and date of the meeting) of at least 7 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

除非委員會全體成員另作協議，否則委員會定期會議的通知(載有會議地點、時間及日期的詳情)應最遲在會議舉行日期前七天發出。至於其他委員會會議，應發出合理通知。

- 4.2 A member of the Committee may at any time request the Secretary to summon a meeting of the Committee. Notice shall be given to each member of the 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 Committee or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.

委員會成員可隨時要求秘書召開委員會會議。通知應親自以口頭或以書面或電話或傳真或電子傳送方式傳送至有關委員會成員不時知會秘書的電話號碼或傳真號碼或地址或電郵地址，或以成員可能不時釐定的其他方式向委員會各成員發出。口頭發出的任何通知須以書面形式確認。

- 4.3 Committee meetings shall be convened by the Secretary.

委員會會議須由秘書召開。

- 4.4 Unless waived by all members of the Committee, an agenda of the matters to be discussed shall be sent to each member of the Committee at least 3 days before the date of the meeting. Meeting documents including such meeting agenda shall be sent to the members of the Committee and other appropriate attendees at the same time.

除非委員會全體成員放棄要求，討論事項的議程須至少在會議日期的三天前送交委員會各成員。會議文件(包括有關會議議程)須同時送交委員會成員及其他合適的列席者。

5. PROCEEDINGS OF MEETINGS

會議程序

- 5.1 The quorum of a Committee meeting shall be two members. 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 Committee. A meeting chairman should be elected at the meeting if the Committee chairman cannot attend the meeting.

委員會會議的法定人數應為兩名成員。正式召開而出席人數達到必要的法定人數的委員會會議將有能力行使全部或任何賦予委員會或委員會可行使的授權、職權及酌情權。如委員會主席未能出席會議，應在該會議上選舉會議主席。

- 5.2 The secretary of a Committee meeting shall ascertain, at the beginning of the meeting, the existence of any conflict of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she or his/her associates has a material interest.

在委員會會議開始時，會議秘書應確定是否存在任何利益衝突並作相應記錄。若有委員會成員或其聯繫人於委員會會議上任何決議案中擁有重大利益，則有關成員不得計入法定人數，並且必須放棄有關表決。

- 5.3 Members of the Committee may participate in a meeting of the 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.

委員會成員可採用電話會議形式或借助其他通訊設備參與委員會會議，只要所有與會人士能聽清其他出席者講話，所有據此規定參與會議者應被視為親身出席有關會議。

- 5.4 Resolutions proposed at any 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 Committee shall have the casting vote.

於任何委員會會議提出的決議案須經出席會議的大多數成員表決通過。若票數均等，委員會主席可投決定性一票。

6. WRITTEN RESOLUTIONS

書面決議案

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

在經不時修訂的香港聯合交易所有限公司證券上市規則(「上市規則」)及本公司組織章程細則(「組織章程細則」)的規限下，委員會的決議案可由委員會全體成員以書面形式通過及採納。

7. AUTHORITIES

權力

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

委員會獲董事會授權於職權範圍內審議任何事項。

8. RESPONSIBILITIES AND DUTIES

職責及職務

8.1 The responsibilities and duties of the Committee shall be:

委員會的職責及職務為：

(a) to advise on strategy of the Company and its subsidiaries (the “**Group**”), namely to review and advise on 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;

就本公司及其附屬公司(「**本集團**」)的戰略提供意見，即審閱本集團中長期戰略定位、業務計劃、品牌戰略、投資決定及併購並提出意見，以及向董事會作出推薦建議；

(b) to monitor, review and advise on the implementations of strategic plans;

監控及審閱戰略計劃實施情況並提出意見；

(c) to report to the Board on its 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

向董事會匯報其推薦建議，除非受法律或監管限制所限而不能作此匯報(例如因監管規定而限制披露)；及

(d) to carry out any other duties assigned by the Board.

履行董事會委派的任何其他職務。

9. MINUTES OF MEETINGS

會議紀錄

9.1 The Secretary shall record all proceedings and resolutions of all meetings of the 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.

秘書須紀錄委員會所有會議的所有程序及決議案，包括參與和出席會議人士的姓名、詳細編製及記錄所考慮的事項以及達成的決定，包括董事提出的任何考慮或所表達的反對意見。

9.2 The Secretary shall circulate the draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comment and records within a reasonable time after the meeting or the passing of the written resolutions.

秘書須在會議或通過書面決議案後合理時間內將會議記錄的初稿及最後定稿以及委員會的所有書面決議案發送予委員會全體成員，供其表達意見及留存記錄。

10. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION **組織章程細則的持續適用性**

- 10.1 The Articles of Association 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 Committee.
組織章程細則中規管董事會會議及會議程序的條文，在其適用及與本職權範圍條文概無不符下，可用作規管委員會會議及會議程序。

11. POWERS OF THE BOARD **董事會的權力**

- 11.1 The Board may, subject to compliance with the Articles of Association and the Listing Rules, amend, supplement and revoke these Terms of Reference and/or any resolution passed by the Committee provided that no amendments to or revocation of these Terms of Reference and/or any resolution passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if these Terms of References had not been amended or revoked.
在遵從組織章程細則及上市規則的原則下，董事會可修改、補充及撤銷本職權範圍及／或委員會通過的任何決議案，惟對本職權範圍及／或委員會通過的任何決議案的修訂或撤銷，對本職權範圍修訂或撤銷前委員會任何有效的先前行事及決議，概不構成影響。

12. GENERAL **一般事項**

- 12.1 The 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.
委員會有酌情權，可在其認為合理並符合本公司利益的情況下，行使按照不時由董事會規定或載於本公司組織章程細則或由上市規則或任何適用法律所訂明的任何規則、指示及規例下所賦予其的權力及可作出的行為。

13. ANNUAL GENERAL MEETING **股東周年大會**

- 13.1 The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's work and responsibilities.
委員會主席應出席股東周年大會(若其未能出席，則由委員會的另一名成員出席，或如該名成員未能出席，則由其正式委任的代表出席)，並於股東周年大會會上回答有關委員會的工作及責任的提問。

14. PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE
刊登委員會職權範圍

14.1 The terms of reference of the Committee will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited, and will be made available upon request. 委員會的職權範圍將登載於本公司及香港聯合交易所有限公司的網站上，及在有人要求時，提供有關資料。

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.

附註：倘本職權範圍的中英文版本有任何歧異，概以英文版本為準。