OVERVIEW

Upon [**REDACTED**], our Board will consist of eight Directors, including two executive Directors, three non-executive Directors and three independent non-executive Directors. None of our Directors are related to other Directors or members of senior management. Our Directors serve a term of three years and shall be subject to re-election upon the expiry of their respective term of office.

In accordance with the applicable PRC laws and regulation, our Company will no longer have any supervisor upon [**REDACTED**].

The senior management of our Company is responsible for the day-to-day management of our business. None of the members of senior management are related to our Directors or other members of senior management.

DIRECTORS

The following table sets out certain information in respect of our Directors.

Name	Age	Position(s)	Time of first joining our Group[Note]	Time of first appointment as Director	Roles and responsibilities
Xie Qiansen (謝前森)	44	Executive Director and joint president	July 2007	November 2025	Responsible for the strategic planning, business direction and daily operations and management of our Group
Zhang Kouwen (張扣文)	48	Executive Director and joint president	July 2001	January 2026	Responsible for the strategic planning, business direction and daily operations and management of our Group
Wang Wenjie (王文杰)	58	Non-executive Director and chairman of the Board	August 1989	November 2025	Responsible for providing guidance for the strategic planning of our Group
Ni Wenjun (倪文軍)	57	Non-executive Director and vice chairman of the Board	December 1985	November 2025	Responsible for providing guidance for the strategic planning of our Group
Shao Yang Dong (邵仰東)	57	Non-executive Director and vice chairman of the Board	May 2005	January 2026	Responsible for providing guidance for the strategic planning of our Group
Wong Sau Pik (黃繡碧)	63	Independent non-executive Director	[**REDACTED**]	January 2026 (with effect from the [**REDACTED**])	Responsible for providing independent opinion and judgment to the Board
Wu Wenguang (武文光)	56	Independent non-executive Director	[**REDACTED**]	January 2026 (with effect from the [**REDACTED**])	Responsible for providing independent opinion and judgment to the Board

Name	Age	Position(s)	Time of first joining our Group[Note]	Time of first appointment as Director	Roles and responsibilities
Bai Jian (白劍)	59	Independent non-executive Director	[**REDACTED**]	January 2026 (with effect from the [**REDACTED**])	Responsible for providing independent opinion and judgment to the Board

Note: Denotes the time from which the relevant Director first joined Sunny Optical Technology Group (for the purpose of this note, the term Sunny Optical Technology Group here includes our Group).

Executive Directors

Mr. Xie Qiansen (謝前森), aged 44, is an executive Director and joint president of our Company. He is primarily responsible for the strategic planning, business direction and daily operations and management of our Group.

Mr. Xie served as engineer at Sunny Optical Technology from July 2007 to June 2011. He served at Sunny Zhejiang Optics from June 2011 to January 2014, with his last position being the deputy director of vehicle lens department. Mr. Xie served at Sunny Automotive Optech since February 2014, including as general manager since November 2025.

Mr. Xie obtained his bachelor's degree in applied physics from Zhejiang University of Technology (浙江工業大學) in the PRC in June 2005, his master's degree in physics and PhD degree in information and electronic engineering from Zhejiang University (浙江大學) in the PRC in June 2007 and March 2024, respectively. Mr. Xie obtained the qualification of senior engineer of optical technology from Zhejiang Human Resources and Social Security Department (浙江省人力資源和社會保障廳) in April 2024.

Mr. Xie received the Zhejiang Science and Technology Award — Third Prize and the Zhejiang Technological Invention Award — Third Prize from the People's Government of Zhejiang Province in 2012 and 2017, respectively. He received Zhejiang Scientific and Technological Progress Award — Third Prize from the People's Government of Zhejiang Province in 2020.

Mr. Xie was recognized as Zhejiang Youth Entrepreneurship Mentor (浙江青年創業導師) by the Secretariat of the Zhejiang Youth Entrepreneurship Mentors Group (浙江青年創業導師團秘書處) and the Zhejiang Youth Entrepreneurship and Employment Foundation (浙江省青年創業就業基金會) in April 2023.

Mr. Zhang Kouwen (張扣文), aged 48, is an executive Director and joint president of our Company. He is primarily responsible for the strategic planning, business direction and daily operations and management of our Group.

Mr. Zhang served as the division technical director of the lens division of Sunny Zhejiang Optics from July 2001 to December 2005. He served at Ningbo Sunny Optech Co., Ltd. (寧波舜宇光電信息有限公司) from January 2006 to August 2015, where he served as technical division director, product development division director, marketing division director and assistant to the general manager. Mr. Zhang served as the executive deputy general manager of Sunny SmartLead from September 2015 to December 2016. He served as the deputy general manager of Zhejiang Sunny Optical Intelligence Technology Co., Ltd. (浙江舜宇智能光學技術有限公司) from January 2017 to September 2018. Mr. Zhang served at Sunny SmartLead since September 2018, where he successively held the position of executive deputy general manager and general manager.

Mr. Zhang obtained his bachelor's degree in measurement technology and instruments and his master's degree in optical engineering from Changchun University of Science and Technology (長春理工大學) in the PRC in July 2001 and June 2010, respectively. Mr. Zhang received the qualification of Senior Engineer from the Zhejiang Human Resources and Social Security Department in October 2018.

Mr. Zhang received the Yuyao Science and Technology Progress Award — First Prize from the Yuyao Municipal People's Government (餘姚市人民政府) in November 2008. Mr. Zhang received the Ningbo Science and Technology Award — Second Prize and Ningbo Science and Technology Award — Third Prize from the Ningbo Municipal People's Government in January 2013 and January 2012, respectively. Mr. Zhang also received the Zhejiang Science and Technology Award — Third Prize from the People's Government of Zhejiang Province (浙江省人民政府) in 2012. Mr. Zhang also received the Zhejiang Science and Technology Award — Second Prize from the People's Government of Zhejiang Province in 2013. Mr. Zhang received the All-China Federation of Industry and Commerce Science and Technology Progress Award — First Prize in December 2014. Mr. Zhang received the Ningbo Science and Technology Award — Second Prize from the Ningbo Municipal People's Government and the Zhejiang Science and Technology Progress Award — Third Prize from the People's Government of Zhejiang Province in 2015. He received the Ningbo Science and Technology Progress Award — First Prize from the Ningbo Municipal People's Government in June 2023.

Mr. Zhang was selected as a key funding recipient and tier-one candidate under the Ningbo Leading and Top Talent Development Program (寧波市領軍和拔尖人才培養工程重點資助和第一層次培養人選) by the Ningbo Human Resources and Social Security Bureau (寧波市人力資源和社會保障局) in August 2015. Mr. Zhang was selected as a tier-three nurtured talent for the Zhejiang 151 Talent Project (浙江省151人才工程培養人員(第三層次)) in November 2015 and as tier-two nurtured talent for the Zhejiang 151 Talent Project (Tier 2) (2018年浙江省151人才工程培養人員(第二層次)) in 2018 by Zhejiang Human Resources and Social Security Department.

Non-executive Directors

Mr. Wang Wenjie (王文杰), aged 58, is a non-executive Director and the chairman of the Board of our Company. Mr. Wang is primarily responsible for providing guidance for the strategic planning of our Group. Mr. Wang has served at Sunny Optical Technology since August 1989, including as executive director and chief executive officer since December 2013 and November 2024, respectively.

Mr. Wang obtained his bachelor's degree in engineering from the Department of Optical Instrumentation Engineering (currently known as College of Optical Science and Engineering) of Zhejiang University (浙江大學) in the PRC in June 1989. He received the qualification of chief senior economist from the Zhejiang Human Resources and Social Security Department in December 2022.

Mr. Wang was recognized as the 11th Ningbo Outstanding Entrepreneur (第十一屆寧波市優秀企業家) by the Ningbo Enterprise Confederation (寧波市企業聯合會), Ningbo Entrepreneurs Association (寧波市企業家協會), and Ningbo Federation of Industrial Economics (寧波市工業經濟聯合會) in July 2012. He was awarded as the 2014 Zhejiang Entrepreneur "Bole Award" (浙江省企業家"伯樂獎") by the Zhejiang Enterprise Confederation (浙江省企業聯合會), Zhejiang Entrepreneurs Association (浙江省企業家協會) and Zhejiang Professional Managers Association (浙江省職業經理人協會) in November 2014. He was recognized as the 20th "Zhejiang Provincial Management Master" (第二十屆"浙江省經營管理大師") by the Management Research Association of Zhejiang Province (浙江省經營管理研究會) in December 2014. He was recognized as 2025 Science Entrepreneur of Zhejiang Province (2025年度浙江省科學企業家) in May 2025.

Mr. Wang has served as deputy chairman of the Chinese Optical Society (中國光學學會) since June 2017, deputy president of Optical Society of Zhejiang (浙江省光學學會) since June 2018, director of China Instrument and Control Society (中國儀器儀錶學會) in October 2023, deputy chairman of Zhejiang Instrument and Control Society (浙江省儀器儀錶學會) since October 2024 and deputy president of Zhejiang Association of Technology-Based Entrepreneurs (浙江省科技型企業家聯合會) since May 2025.

Mr. Ni Wenjun (倪文軍), aged 57, is a non-executive Director and the vice chairman of the Board of our Company. Mr. Ni is primarily responsible for providing guidance for the strategic planning of our Group.

Mr. Ni has extensive experience in management in the manufacturing industry. Mr. Ni has served as chairman and director of Ningbo Sunny Precision Industry Co., Ltd. (寧波舜宇精工股份有限公司), a company listed on the Beijing Stock Exchange (stock code: 920906), since December 2019. Mr. Ni has served as managing partner of Ningbo Wanshun Investment Management Partnership Enterprise (Limited Partnership) (寧波萬舜投資管理合夥企業(有限合夥)) since July 2015, chairman of Zhejiang Aimle Car Electric Technology Co., Ltd. (浙江艾姆勒車電科技有限公司) since November 2021 and chairman of Suzhou Zhongyao Technology Co., Ltd. (蘇州中耀科技有限公司) since February 2022. He also served as chairman of Hangzhou Shunli Optoelectronics Technology Co., Ltd. (杭州舜立光電科技有限公司) from February 2018 to February 2024, director of Ningbo Shuncheng Intelligent Technology Co., Ltd. (寧波舜成智能科技有限公司) from October 2018 to July 2020. Mr. Ni served as executive director of Ningbo Sunny Precision Inspection Co., Ltd. (寧波舜宇精工檢測有限公司) from June 2023 to October 2024. Mr. Ni has served as executive director and executive president of Sunny Optical Technology since July 2025 and January 2026, respectively.

Mr. Ni obtained his master's degree in business administration from Xiamen University (廈門大學) in the PRC in June 2017. Mr. Ni received the qualification of senior economist from the Ningbo Municipal People's Government in October 2004.

Mr. Ni was recognized as Top Ten Outstanding Figures in Industrial Economic Entrepreneurship and Innovation of Yuyao City (餘姚市十佳工業經濟創業創新傑出人物) in 2014. He was appointed as vice chairman of the Yuyao Economic Development Zone Association for Science and Technology (餘姚市經濟開發區科學技術協會副主席) in June 2022. Mr. Ni was appointed as president of the Yuyao Economic Development Zone Chamber of Commerce (餘姚市經濟開發區商會會長) in May 2023. Mr. Ni also serves as standing committee member of the tenth executive committee and vice president of the Yuyao Federation of Industry and Commerce (General Chamber of Commerce) (餘姚市工商聯(總商會)) in January 2022 and January 2024, respectively.

Mr. Shao Yang Dong (邵仰東), aged 57, is a non-executive Director and the vice chairman of the Board of our Company. Mr. Shao is primarily responsible for providing guidance for the strategic planning of our Group.

Mr. Shao was a managing director of Chengwei Ventures Evergreen Fund, L.P. and previously worked as a financial analyst at the investment banking division of Salomon Brothers Inc.. Mr. Shao served as non-executive director of AAC Technologies Holdings Inc., a company listed on the Stock Exchange (stock code: 2018), from March 2004 to February 2007. Mr. Shao served as director of each of Sunny Zhejiang Optics and Ningbo Sunny Instruments Co., Ltd. (寧波舜宇儀器有限公司) from May 2005 to September 2010, Sunny Optics (Zhongshan) Co., Ltd. (舜宇光學(中山)有限公司) from October 2005 to September 2010, Ningbo Sunny Optech Co., Ltd. (寧波舜宇光電信息有限公司) from November 2005 to September 2010 and Ningbo Sunny Infrared Technologies Co., Ltd. (寧波舜宇紅外技術有限公司) from March 2006 to September 2010. Mr. Shao served as a non-executive director of Sunny Optical Technology from May 2007 to August 2010. He also served as an independent non-executive director of Sunny Optical Technology from April 2016 to December 2024. Mr. Shao has served as managing director of Yuantai Investment Partners Evergreen Fund, L.P. (元鈦長青基金) since July 2010.

Mr. Shao obtained his bachelor's degree in economics from Columbia University in May 1993 and his master's degree in business administration from Graduate School of Business of Stanford University in June 2000.

Independent Non-executive Directors

Ms. Wong Sau Pik (黃繡碧), aged 63, is our independent non-executive Director. Ms. Wong is primarily responsible for providing independent opinion and judgment to the Board.

Ms. Wong served at Ernst & Young from 1985 to 2023, with her last position being the assurance partner of Ernst & Young Hong Kong. Ms. Wong has served as independent non-executive director of Singamas Container Holdings Limited (勝獅貨櫃企業有限公司), a company listed on the Stock Exchange (stock code: 716), since June 2024. She has over 30 years of professional experience in auditing and accounting in Hong Kong and Chinese Mainland.

Ms. Wong graduated from the Hong Kong Polytechnic University in 1985. She is a member of the Hong Kong Institute of Certified Public Accountants (HKICPA), the Institute of Chartered Accountants in England & Wales, the Association of Chartered Certified Accountants ("ACCA"). She was also elected the president of the ACCA Hong Kong branch from 2009 to 2010.

Mr. Wu Wenguang (武文光), aged 56, is our independent non-executive Director. Mr. Wu is primarily responsible for providing independent opinion and judgment to the Board.

Mr. Wu held several positions at Yanfeng Automotive Trim Systems Co., Ltd. (延鋒汽車飾件系統有限公司) from July 1995 to April 2008, including process engineer, division director of research department, director of quality control department and senior director of procurement department. Mr. Wu served as China's general manager of Yanfeng Plastic Omnium Automotive Exterior Systems Co., Ltd. (延鋒彼歐汽車外飾系統有限公司) from April 2008 to August 2017. He served as China's general manager of Yanfeng Automotive Interior Systems Co., Ltd. (延鋒汽車內飾系統有限公司) from August 2017 to March 2019. Mr. Wu served as independent director of Chongyi Zhangyuan Tungsten Co., Ltd. (崇義章源鎢業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002378), from June 2020 to May 2023. Mr. Wu served as deputy chief executive officer of Shenyang MXNavi Ltd. (沈陽美行科技股份有限公司) from March 2023 to November 2023. He served as senior vice president of Huaqin Technology Co., Ltd. (華勤技術股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603296) from January 2024 to July 2024, where he also served as consultant since July 2024.

Mr. Wu is a coach at Polytalent and the founder of Shanghai Rongxiu Hui Management Consulting Co., Ltd. (上海融修慧管理諮詢有限公司). Mr. Wu is also a PhD supervisor at the School of Materials Science and Engineering of Tongji University (同濟大學), and a director of Auto Talents Committee of China Talents Society (中國人才研究會汽車人才專業委員會). Mr. Wu has written for Fobes China (福布斯中國) and Auto Business Review (汽車商業評論).

Mr. Wu obtained his bachelor's degree in polymer materials from Tongji University (同濟大學) in the PRC in July 1995, his master's degree in business administration from Antai College of Shanghai Jiao Tong University (上海交通大學) in the PRC in July 2006 and his PhD degree in industrial economics from Shanghai Academy of Social Sciences (上海社會科學院) in the PRC in June 2015. Mr. Wu received the qualification of senior engineer from Shanghai Human Resources and Social Security Department (上海市人力資源和社會保障廳) in December 2008.

Mr. Wu was recognized as a 2021 China Automotive Industry Influential Figures (2021中國汽車產業影響力人物) by Gasgoo Automotive (蓋世汽車).

Mr. Bai Jian (白劍), aged 59, is our independent non-executive Director. Mr. Bai is primarily responsible for providing independent opinion and judgment to the Board.

Mr. Bai worked at Zhejiang University since September 1995 and currently serves as a professor at the College of Optoelectronic Science and Engineering. Mr. Bai served as independent director of Beilong Precision Technology Co., Ltd. (貝隆精密科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301567), since August 2020. He also served as independent director of HangZhou Everfine Photo-E-Info Co., Ltd. (杭州遠方光電信息股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 300306), since May 2022. He has served as an independent director of Jiangsu Zejing Automotive Electronics Co., Ltd. (江蘇澤景汽車電子股份有限公司) since May 2025.

Mr. Bai obtained his bachelor's degree in computer software in June 1989 and his PhD degree in measurement technology and instruments in September 1995 from Zhejiang University (浙江大學) in the PRC, respectively. Mr. Bai received the qualification professor from the Zhejiang Human Resources and Social Security Department in December 2004.

Mr. Bai was awarded the Zhejiang Science and Technology Award — First Prize by the Zhejiang Provincial People's Government in 2013, Military Scientific and Technological Progress Award — Third Prize from the China Academy of Engineering Physics in 2017, Innovation Invention and Entrepreneurship Award — First Prize from China Association of Inventions in August 2023 and the Science and Technology Progress Award — Second Prize of Zhejiang Province from Zhejiang Provincial People's Government in 2023.

General confirmations

Each of our Directors (excluding independence non-executive Directors) confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules.

Each of our Directors has confirmed that he/she has no other relationship with any other Directors or senior management and none of our Directors has held any other directorships in listed companies during the three years immediately preceding the date of this document.

Save as disclosed above, to the best knowledge of our Directors, there are no other matters relating to the appointment of our Directors that need to be brought to the attention of our Shareholders and there is no other information in relation to our Directors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Each of our Directors has confirmed that he/she obtained legal advice in January 2026 with regard to the requirements under the Listing Rules that are applicable to him/her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange as set out in Rule 3.09D of the Listing Rules and he/she understood his/her obligations as a director of a listed issuer.

Each of our independent non-executive Directors has confirmed his independence with regards to each of the factors as set out in Rule 3.13(1) to (8) of the Listing Rules and that there are no other factors that may affect his independence at the time of his appointment.

SENIOR MANAGEMENT

The following table sets out the information of members of our senior management.

Name	Age	Position(s)	Time of first joining our Group[Note]	Time of first appointment as senior management	Roles and responsibilities
Xie Qiansen (謝前森)	44	Executive Director and joint president	July 2007	January 2019	Responsible for the strategic planning, business direction and daily operations and management of our Group
Zhang Kouwen (張扣文)	48	Executive Director and joint president	July 2001	January 2019	Responsible for the strategic planning, business direction and daily operations and management of our Group
Wong Wei Hua Derek (王煒華)	54	Chief financial officer	October 2025	October 2025	Responsible for the overall management of financial matters of our Group
Ye Yuqing (葉裕慶)	39	Deputy general manager of Sunny Automotive Optech	July 2009	January 2023	Responsible for the overall management of the manufacturing operations
Gu Yiwu (顧亦武)	42	Deputy general manager of Sunny SmartLead	February 2006	January 2022	Responsible for overseeing product quality matters
Li Haifeng (李海峰)	39	Senior manager of Sunny Automotive Optech	May 2012	August 2025	Responsible for the overall management of marketing operations
Xu Feng (許楓)	48	Senior manager of Sunny SmartLead	July 1999	January 2022	Responsible for the overall management of marketing operations

Note: Denotes the time from which the relevant Director first joined Sunny Optical Technology Group (for the purpose of this note, the term Sunny Optical Technology Group here includes our Group).

Mr. Xie Qiansen (謝前森) is an executive Director and joint president of our Company. For details of his biography, see "— Directors — Executive Directors" in this section.

Mr. Zhang Kouwen (張扣文) is an executive Director and joint president of our Company. For details of his biography, see "— Directors — Executive Directors" in this section.

Mr. Wong Wei Hua Derek (王煒華), aged 54, is the chief financial officer of our Company. He is responsible for the overall management of financial matters of our Group and his appointment enhances our financial and corporate management.

Mr. Wong served as auditor at Ernst & Young from 1996 to 2004. He served as chief financial officer at Vika International Holdings Limited from 2004 to 2008. Mr. Wong served as chief financial officer and company secretary at Ausnutria Dairy Corporation Ltd, a company listed on the Stock Exchange (stock code: 1717), from 2011 to 2023. Mr. Wong has served as an independent non-executive Director of E&P Global Holdings Limited (能源及能量環球控股有限公司), a company listed on the Stock Exchange (stock code 1142) since January 2025.

Mr. Wong obtained his dual bachelor's degree from York University in 1993 and 1995, respectively. Mr. Wong is a member of Hong Kong Institute of Certified Public Accountants (HKICPA).

Mr. Ye Yuqing (葉裕慶), aged 39, is the deputy general manager of Sunny Automotive Optech. He is responsible for the overall management of the manufacturing operations of Sunny Automotive Optech.

Mr. Ye served at Sunny Zhejiang Optics from July 2013 to January 2014, with his last position being technician of mass production. He then served as deputy general manager of Sunny Automotive Optech since February 2014.

Mr. Ye obtained his bachelor's degree in engineering in electrical engineering and automation from the College of Modern Science and Technology of China Jiliang University (中國計量大學現代科技學院) in the PRC in June 2009.

Mr. Gu Yiwu (顧亦武), aged 42, is the deputy general manager of Sunny SmartLead. He is responsible for overseeing the product quality matters of Sunny SmartLead. Mr. Gu served at Ningbo Sunny Optech Information Co., Ltd. (寧波舜宇光電信息有限公司) from February 2006 to August 2015, with his last position being division director. He then served at Sunny SmartLead since November 2015, including as deputy general manager of Sunny SmartLead since January 2022.

Mr. Gu obtained his bachelor's degree in optical information science and technology from Changchun University of Science and Technology (長春理工大學) in the PRC in July 2006 and his engineering master's degree in engineering and project management from Zhejiang University of Technology (浙江工業大學) in the PRC in June 2017.

Mr. Gu obtained the qualification of optoelectronics engineer from Ningbo Municipal People's Government in December 2013. Mr. Gu obtained the qualification of senior optoelectronics engineer from Zhejiang Human Resources and Social Security Department in July 2024. Mr. Gu received the Ningbo Science and Technology Award — Third Prize from Ningbo Municipal People's Government in January 2012 and Zhejiang Science and Technology Award from People's Government of Zhejiang Province in 2012.

Mr. Li Haifeng (李海峰), aged 39, is the senior manager of Sunny Automotive Optech. He is responsible for the overall management of the marketing operations of Sunny Automotive Optech.

Mr. Li served at Sunny Automotive Optech since May 2012, with his last position being senior manager.

Mr. Li obtained his junior college's degree in electronic commerce from Zhejiang Yuying College of Vocational Technology (浙江育英職業技術學院) in the PRC in June 2009. He graduated from Southwest University of Science and Technology (西南科技大學) with a major in business administration by way of distance education. Mr. Li obtained the certificate of accounting professional from the Yuyao Finance Bureau (餘姚市財政局) in May 2006.

Ms. Xu Feng (許楓), aged 48, is the senior manager of Sunny SmartLead. She is responsible for the overall management of the marketing operations of Sunny SmartLead.

Ms. Xu served at Sunny Optical Technology from July 1999 to October 2015, with her last position being assistant to the division director. Ms. Xu has served at Sunny SmartLead since November 2015, including as senior manager since January 2022.

Ms. Xu obtained her bachelor's degree in law from Fujian Normal University (福建師範大學) in the PRC in December 2007 through distance education. Ms. Xu has a background of business English for international trade. In May 2006, Ms. Xu was awarded the Ningbo Rare Talent Development Program Talent Director (寧波市緊缺人才培養工程人才資源主管) by Ningbo Municipal Personnel Bureau (寧波市人事局).

COMPANY SECRETARY

Mr. Wong Wei Hua Derek (王煒華), has been appointed as our company secretary since January 2026. For Mr. Wong's biography, see "— *Senior Management.*"

MANAGEMENT AND CORPORATE GOVERNANCE

Board Committees

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, Appendix C1 to the Listing Rules, our Company has established four Board committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategy and Development Committee.

Audit Committee

We have established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary functions of the Audit Committee include (a) handle the relationship with the Company's auditors, including making recommendations to the Board on the appointment, reappointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor, and handling with any questions of its resignation or dismissal; (b) review of the Company's financial information, including monitoring the Company's integrity of financial statements and annual report and accounts, half-year reports, reviewing significant financial reporting judgments contained in them and reviewing connected transactions; and (c) oversight of the Company's financial reporting systems, risk management, and internal control procedures and systems, including reviewing the Company's financial controls, internal control and risk management systems, and discussing the risk management and internal control systems with management to ensure that management has performed its duties to have an effective internal control system. The Audit Committee comprises three members, namely Ms. Wong Sau Pik, Mr. Shao Yang Dong and Mr. Wu Wenguang, with Ms. Wong Sau Pik (being an independent non-executive Director with the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules) as chairperson of the Audit Committee.

Remuneration Committee

We have established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary functions of the Remuneration Committee include: (a) assessing the performance of the Directors; (b) making recommendations to the Board on the Company's policy and structure for all the Directors' and senior Management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (c) to review and approve senior management's remuneration proposals with reference to the Board's corporate goals and objectives; (d) making recommendations to the Board on the remuneration packages of individual executive Directors and senior management. The remuneration packages

should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; (e) making recommendations to the Board on the remuneration of non-executive Directors; (f) considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries; (g) reviewing and approving compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with the contractual terms and is otherwise fair and not excessive; (h) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and that are otherwise reasonable and appropriate; (i) ensuring that no Director or any of their associate is involved in deciding that Director's own remuneration; and (j) reviewing and/or approving matters relating to share schemes (if any) under Chapter 17 of the Listing Rules. The Remuneration Committee comprises three members, namely Mr. Wu Wenguang, Mr. Ni Wenjun and Ms. Wong Sau Pik, with Mr. Wu Wenguang as chairperson of the Remuneration Committee.

Nomination Committee

We have established the Nomination Committee pursuant to Rule 3.27A of the Listing Rules with written terms of reference set out in the Code on Corporate Governance in Appendix C1 to the Listing Rules. The primary functions of the Nomination Committee include: (a) reviewing the structure, size, composition and diversity (including the skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board at least annually; (b) identifying individuals suitably qualified to become members of the Board and may select or make recommendations on the individuals nominated for directorship; (c) assessing the independence of the independent non-executive Directors; (d) making recommendations to the Board and giving full consideration on relevant matters related to the appointment or re-appointment of Directors and succession plan for Directors, in particular, the chairman and chief executive officer; and (e) reviewing the Board diversity policy adopted by the Board on an annual basis and making recommendations to the Board on achieving the measurable objectives of Board diversity and monitoring its progress. The Nomination Committee comprises three members, namely Mr. Bai Jian, Mr. Shao Yang Dong and Ms. Wong Sau Pik, with Mr. Bai as chairperson of the Nomination Committee.

Strategy and Development Committee

We have established the Strategy and Development Committee. The primary functions of the Strategy and Development Committee include advising the Board on the Group's strategies for business development and oversight of environment, social and governance matters. The Strategy and Development Committee comprises five members, namely Mr. Wang Wenjie, Mr. Shao Yang Dong, Mr. Ni Wenjun, Mr. Xie Qiansen and Mr. Zhang Kouwen, with Mr. Wang Wenjie as chairperson of the Strategy Committee.

Corporate Governance Code

We aim to achieve high standards of corporate governance which are crucial to the development and safeguard the interests of our Shareholders. To accomplish this, our Company expects to comply with the Corporate Governance Code set out in Appendix C1 to the Listing Rules after the [**REDACTED**] save for the deviation as mentioned below. Any deviation from the code provisions shall be carefully considered, and the reasons for any deviation and explanation of how good corporate governance was achieved by means other than strict compliance with the code provisions shall be given in the interim report and the annual report in respect of relevant period.

Board diversity

Our Company has adopted a board diversity policy (the "**Board Diversity Policy**") which sets out the approach to achieve diversity of the Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining our Company's competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. Pursuant to the Board Diversity Policy, in reviewing and assessing suitable candidates to serve as a Director of our Group, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. Pursuant to the Board Diversity Policy, the Nomination Committee will periodically make recommendations to the Board as to further measures for adoption.

Our Directors have a balanced mixed of knowledge and skills, including but not limited to overall business management, research, optics, engineering, and finance and accounting. They received degrees in various majors, including optical engineering, optical information science, information and electronic engineering, measurement technology and instruments, business administration and professional accountancy. We have both male and female members serving on the Board currently. Furthermore, the Board has a wide range of ages, ranging from 44 years old to 63 years old. The Board is of the view that the Board satisfies the Board Diversity Policy.

The Nomination Committee is responsible for reviewing the diversity of the Board. Upon the [**REDACTED**], the Nomination Committee will from time to time review the Board Diversity Policy and monitor the progress on achieving these measurable objectives in order to ensure that the policy remains effective. Our Company will disclose the biographical details of each Director and plans to report on the implementation of the Board Diversity Policy (including whether we have achieved board diversity) in our annual corporate governance report. Our Company also intends to promote gender diversity when recruiting staff at the mid to senior level so that our Company will have a pipeline of female senior management and potential successors to the Board.

Management presence

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive Directors must be ordinarily resident in Hong Kong. We do not have sufficient management presence in Hong Kong for the purposes of Rule 8.12 of the Listing Rules.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with Rule 8.12 of the Listing Rules. See "Waivers from Strict Compliance with the Listing Rules — Waiver in respect of Management Presence in Hong Kong" for further details.

REMUNERATION

Our Directors and senior management receive remuneration, including salaries and allowances, performance-based bonuses, retirement benefit scheme contributions and share award granted pursuant to the share award scheme adopted by Sunny Optical Technology.

The aggregate amount of remuneration (including salaries and allowances, performance-based bonuses, retirement benefit scheme contributions and share award) for the years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026 was approximately RMB3.7 million, RMB5.0 million, RMB5.0 million and RMB2.9 million for our Directors, respectively. None of our Directors waived any remuneration during the aforesaid periods.

The aggregate amount of remuneration (including salaries and allowances, performance-based bonuses, retirement benefit scheme contributions and share award) for the five highest paid individuals for the years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026 was approximately RMB10.8 million, RMB13.5 million, RMB12.5 million and RMB6.5 million, respectively.

Save as disclosed above, no other payments have been paid or are payable, in respect of the Track Record Period by our Company to our Directors. For the year ending December 31, 2026, we expect to pay approximately RMB4.0 million in aggregate remuneration to our Directors.

No remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Company. No compensation was paid to, or receivable by, our Directors or past directors for the Track Record Period for the loss of office as director or supervisor or any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the same period.

COMPLIANCE ADVISOR

We have appointed Asian Capital Limited as our Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will advise our Company, among others, in the following circumstances:

- before the publication of any regulatory announcement, circular, or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where we propose to use the [**REDACTED**] of the [**REDACTED**] in a manner different from that detailed in this document or where the business activities, development, or results of our Group deviate from any forecast, estimate, or other information in this document; and
- where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of our listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of appointment of the Compliance Advisor shall commence on the [**REDACTED**] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [**REDACTED**] and such appointment may be subject to extension by mutual agreement.