

## **TERMS OF REFERENCE FOR THE STRATEGY AND ESG COMMITTEE OF THE BOARD OF DIRECTORS**

### **Chapter 1 General Provisions**

**Article 1** To further improve the corporate governance structure of the Company, strengthen the restraint and supervision mechanisms over the corporate governance bodies and management, protect the interests of minority shareholders and stakeholders, and promote the standardized operation of the Company, these terms of reference are formulated in accordance with the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of 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 applicable laws and regulations, as well as the Articles of Association of OmniVision Integrated Circuits Group, Inc. (hereinafter referred to as the Articles of Association).

**Article 2** The Strategy and ESG Committee of the Board of Directors is one of the specialized working bodies under the Board of Directors. It is primarily responsible for studying and making suggestions on the Company's long-term development strategies, major investment decisions, sustainable development plans, and environmental, social and governance (ESG) related matters.

### **Chapter 2 Composition**

**Article 3** The members of the Strategy and ESG Committee shall consist of three directors, among whom independent directors shall constitute the majority. They must meet the independence requirements stipulated from time to time in the Hong Kong Listing Rules (as amended from time to time).

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

**Article 5** The Strategy and ESG Committee shall have one chairperson, who shall be elected by the Strategy and ESG Committee. The candidate receiving the highest number of votes shall be elected. If the chairman of the Board of the Company is elected as a member of the Strategy and ESG Committee, the chairman of the Board shall serve as the chairperson of the Committee.

**Article 6** The term of the Strategy and ESG Committee shall align with the term of the Board of Directors. Upon expiration of their term, committee members may be re-elected for consecutive terms. Any member of the Strategy and ESG Committee who no longer serves as a director during the term of office or who is an independent director no longer meeting relevant independence requirements as specified in the securities regulatory rules of the place where the Company's shares are listed shall automatically be disqualified as a member of the Strategy and ESG Committee, and the Committee shall request the Board of Directors to fill the vacancy in accordance with Articles 3–5 above.

**Article 7** The Strategy and ESG Committee shall establish a Strategy and ESG Working Group as its executive body, responsible for the comprehensive implementation of strategy and ESG-related work.

## **Chapter 3 Duties and Powers**

**Article 8** The main duties and powers of the Strategy and ESG Committee include:

- (I) to study and make suggestions on the Company's long-term development strategy and planning;
- (II) to study and make suggestions on material investment proposals that require the Board's approval as stipulated by the Articles of Association;
- (III) to study and make suggestions on major capital operation and asset management projects that require the Board's approval as stipulated by the Articles of Association;
- (IV) to study and provide decision-making suggestions on significant matters such as the Company's ESG goals and philosophy, strategic planning, governance structure, and management systems;
- (V) to supervise the execution and implementation of the Company's ESG goals and make suggestions on actions needed to achieve these goals;
- (VI) to review the Company's ESG-related disclosure documents, including but not limited to the annual ESG report, and report to the Board of Directors;
- (VII) to identify and assess relevant risks in the Company's ESG areas and raise inquiries and propose response strategies for significant matters affecting the fulfillment of the Company's ESG-related work;
- (VIII) to study and make suggestions on other material matters affecting the Company's development;
- (IX) to inspect the implementation of the above matters;

(X) other matters stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, the Articles of Association, etc.

**Article 9** The Strategy and ESG Committee is accountable to the Board. The proposals of the Committee shall be submitted to the Board of Directors for deliberation and decision.

**Article 10** The main duties of the Strategy and ESG Working Group include but are not limited to:

- (I) to formulate ESG vision, goals, strategies, and framework, and provide suggestions on actions needed to enhance performance;
- (II) to conduct research, analysis, identification, assessment, and response regarding ESG-related risk matters of the Company, update the Company's strategies and ESG policies as necessary, and ensure these policies remain up-to-date and comply with applicable laws, regulations, regulatory rules of the place where the Company's shares are listed, regulatory requirements and international standards;
- (III) to identify and assess ESG-related matters that may impact the Company's operations and/or the interests of other key stakeholders;
- (IV) to monitor the channels and methods for communication with the Company's stakeholders, and ensure that relevant policies are in place to effectively foster relationships between the Company and stakeholders and protect the Company's reputation;
- (V) to review materials related to the Company's major investment and financing initiatives, capital operations and asset management projects, including intentions, preliminary feasibility reports, and basic information about partners, and issue written opinions;
- (VI) to make preliminary preparation work for decision-making by the Strategy and ESG Committee of the Company, and provide information on relevant aspects of the Company.

## **Chapter 4 Decision-Making Procedures**

**Article 10** The Strategy and ESG Working Group is responsible for making preliminary preparation work for decision-making by the Strategy and ESG Committee, providing information on relevant aspects of the Company, and submitting formal proposals to the Strategy and ESG Committee.

**Article 11** The Strategy and ESG Committee shall convene meetings for discussions based on proposals from the Strategy and ESG Working Group, submit the discussion results to the Board of Directors, and provide feedback to the Working Group.

## Chapter 5 Rules of Procedures

**Article 12** The Strategy and ESG Committee shall convene meetings on an ad hoc basis. All members shall be notified three days prior to the meeting and provided with relevant materials and information. Meetings shall be presided over by the chairperson. If the chairperson is unable to attend, he/she may appoint another member (independent director) to preside over the meeting. Independent director members shall attend meetings in person. If unable to do so for any reason, they must review the meeting materials in advance, form a clear opinion, and delegate another independent director member to attend on their behalf in writing.

**Article 13** A meeting of the Strategy and ESG Committee may be held only when two-thirds or more of the committee members are present. Each committee member shall have one vote. Resolutions adopted at such meeting must be approved by a majority of all committee members.

**Article 14** Meetings of the Strategy and ESG Committee may be conducted in person, via electronic communication, or through a combination of both. Voting shall be conducted by registered ballot.

**Article 15** The head and deputy head of the Strategy and ESG Working Group may attend meetings of the Strategy and ESG Committee. If necessary, the directors and senior management members of the Company may also be invited to attend meetings.

**Article 16** If necessary, the Strategy and ESG Committee may engage intermediary institutions to provide professional advice for its decision-making, with expenses borne by the Company.

**Article 17** The procedures for convening meetings of the Strategy and ESG Committee, voting methods, and the resolutions adopted at such meetings must comply with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these terms of reference.

**Article 18** Minutes shall be kept for meetings of the Strategy and ESG Committee. The attending committee members shall sign the meeting minutes. The independent director committee members shall sign to confirm the meeting minutes, and shall have their opinions recorded in the meeting minutes. The meeting minutes shall be kept by the Company's Secretary to the Board, and the retention period shall not be less than 10 years.

**Article 19** The proposals and voting results adopted at meetings of the Strategy and ESG Committee shall be reported to the Company's Board of Directors in writing.

**Article 20** All attending committee members shall have a duty of confidentiality regarding the matters discussed and shall not disclose any related information without authorization, or use the information they have obtained to conduct insider trading for themselves or others.

## **Chapter 6 Supplementary Provisions**

**Article 21** These terms of reference shall come into effect upon consideration and approval by the Board of Directors, and shall be implemented from the date when the Company's H shares are listed and traded on the Stock Exchange of Hong Kong Limited.

The Board of Directors shall be responsible for the interpretation of these terms of reference.

**Article 22** For matters not covered herein, or in the event of any inconsistency between these terms of reference and the relevant national laws, regulations, rules, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association, the relevant national laws, regulations, rules, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association shall prevail.