



UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED

環球實業科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1026)

(the “Company”)

Respective responsibilities of the chairman and chief executive

Pursuant to Rule A.2.1 of Appendix 14 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which came and will come into effect on 1 January 2012 and 1 April 2012 respectively, the roles of the chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

In this light, set out below are the respective responsibilities of the chairman and chief executive of the Company which are subject to review and revision by the board of directors (the “**Board**”) from time to time:

The Chairman

- (a) To provide leadership and governance for the Board so as to create the conditions for the effective performance of the Board as a whole and effective contributions by individual director and to ensure that all key and appropriate issues are discussed by the Board in a timely manner.
- (b) To take the chair at meetings of the Board and to ensure the orderly conduct of meetings, so that everyone who should have a say does have a say of an appropriate length; to control the allocation of the Board’s time in meetings; to ensure that all directors are properly briefed on issues arising at Board meetings; to direct discussion towards a consensus view whereas directors with difference views be encouraged to voice their concerns with sufficient time for discussion of issues so that decisions of the Board fairly reflected consensus of the Board; and to sum up decisions made during Board meetings so that everyone understands clearly what has been agreed on policy and on action.
- (c) To draw up, in consultation with the chief executive and the company secretary, and/or approve, the agenda for each Board meeting taking into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda; and to allocate a proper amount of time to different agenda items for thorough discussion.

- (d) To ensure that all directors receive, in a timely manner, adequate information, which must be accurate, clear, complete and reliable and that all directors are properly briefed on issues arising at Board meetings.
- (e) To consider the minutes in draft form before they are sent to the other directors.
- (f) To represent the Board between meetings, to make administrative decisions on behalf of the Board and to take whatever decisions that are delegated to the Chairman by the Board.
- (g) To act as the Company's primary representative, dealing with and presenting the collective views of the Board.
- (h) Normally, under provision in the Articles of Association of the Company, to take the chair at general meetings of the Company.
- (i) To effectively lead the Board and act as a facilitator of constructive relationships within the Board and to promote a culture of openness and to create an environment that allows constructive debates and challenges, both inside and outside the boardroom, between non-executive directors and the management, and facilitates effective contributions from both executive directors and non-executive directors; and to ensure the Board as a whole plays a full and constructive part in the Company's strategies and policies and that there is a corporate culture within the Board towards achieving objectives set by the Board from time to time and decisions are taken in the best interest of the Company and its subsidiaries (collectively, the "**Group**").
- (j) To ensure effective communication with the shareholders of the Company such that the Board provides shareholders with sufficient information to allow them to make informed decisions about issues and views of the shareholders are communicated to the Board as a whole and that each director develops and maintains an understanding of the views of the stakeholders of the Company.
- (k) To act as a conduit between the Board and the chief executive and the management so as to ensure the strategies and policies resolved by the Board are effectively implemented by the chief executive and the management.
- (l) To establish good corporate governance practices and procedures and to promote the highest standards of integrity, probity and corporate governance throughout the Group and particularly at Board level.
- (m) To hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors present at least annually.
- (n) To perform any other duties as authorised by the Board from time to time.

Chief Executive

- (a) To act as the highest-ranking executive in the Company, being responsible for carrying out the policies of the Board on a day-to-day basis.
- (b) To have the delegated power to manage the Company and to oversee the activities of the Company on a day-to-day basis.
- (c) To meet and brief the Chairman regularly, regarding strategic and emerging issues, current and projected performance highlights, any shareholder feedback or comments and any issue likely to have an effect on the organisation internally or in the public eye.
- (d) To report to the Board, of which he is usually a member.
- (e) To obtain the Board's approval for certain actions, such as hiring his/her immediate subordinates, obtaining financing, acquiring another company, or all or substantially all of any other company's assets or business, significant capital expansions, or other significant projects.
- (f) To be responsible for the success of the Company's operations within the strategy determined by the Board and to oversee the implementation of the actions resolved by the Board from time to time.
- (g) To perform any other duties as authorised by the Board from time to time.

Adopted with effect from 29 March 2012 pursuant to a resolution of the Board on 29 March 2012.