



SY HOLDINGS GROUP LIMITED

盛業控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6069)

SUSTAINABILITY COMMITTEE – TERMS OF REFERENCE

Approved by the board of directors of the Company (the “**Board**”) on 29 November 2024.

1. MEMBERSHIP

- 1.1 The sustainability committee (the “**Committee**”) shall consist of not less than three Directors appointed by the Board from time to time.
- 1.2 The chairman of the Committee shall be appointed by the Board and shall be an Executive Director of the Company.
- 1.3 The term of office of a member of the Committee shall be determined by the Board. The appointment of the members of the Committee may be revoked by the Board. An appointment of a member of the Committee shall be automatically revoked if such member ceases to be a member of the Board.
- 1.4 Save as otherwise appointed by the Committee, the Company Secretary shall be the secretary of the Committee and in the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the secretary.
- 1.5 Each member shall disclose to the Committee:
 - (i) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
 - (ii) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

2. MEETINGS

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to meetings and proceedings of the Committee.

2.1 Attendance at Meetings

- (i) Only Committee members have a right to attend Committee meetings. The other Directors and any person whom the Chairman of the Committee considers appropriate may be invited to attend meetings of the Committee. However, they cannot be counted towards the quorum and to vote for any matter to be resolved by the Committee.
- (ii) Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participating in such a meeting shall constitute presence in person at such meeting.

2.2 The Committee shall meet not less than once every year. Additional meetings shall be held as the work of the Committee demands.

2.3 Meetings of the Committee shall be summoned by the Chairman of the Committee or by the secretary of the Committee at the request of any member of the Committee.

2.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, at least three days prior to the date of the meeting.

2.5 The Chairman of the Committee shall chair the meetings of the Committee. In the absence of the Chairman, the Committee members present at the meeting shall elect one amongst themselves to chair the meeting.

2.6 The quorum of a meeting shall be two members of the Committee and one of them must be an Independent Non-executive Director of the Company. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

2.7 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee. In case of equality of votes, the Chairman of the meeting shall have a casting vote.

2.8 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions. A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one(1) or more of the Committee members. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

3. AUTHORITY

3.1 The Committee is authorised by the Board to perform any activity within its duties, powers and functions. It is authorised to seek any information it requires within its duties, powers and functions from any employee and all employees shall cooperate with the Committee.

3.2 The Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Committee shall be provided with sufficient resources to perform its duties.

3.3 The Committee may delegate certain of its responsibilities to working groups with such authorization as are necessary to discharge the responsibilities of the Committee.

4. DUTIES, POWERS AND FUNCTIONS

The Committee shall:

- (a) formulate and review the Company's Environmental, Social and Governance ("ESG") strategy and practices, monitor the progress and make recommendations to the Board for its approval;
- (b) monitor and review the Company's ESG performance, assess and manage ESG related matters and risks, and report to the Board on any significant issues;
- (c) review and inspect ESG risks and opportunities that have potentially material impact on the Company, report to the Board and recommend annual ESG strategic objectives;
- (d) set targets for the Company's ESG performance, monitor and review the implementation of the Company's ESG work and make evaluations thereof;
- (e) receive reports from the ESG working group and the management, as well as review and approve disclosure materials of ESG information;
- (f) oversee or approve other material matters in relation to the Company's ESG management.

5. REPORTING PROCEDURES

- 5.1 Full Minutes of the meetings of the Committee should be kept by the secretary of the Company. Draft and final versions of Minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 5.2 The secretary of the Committee shall circulate the Minutes of meetings of the Committee to all members of the Board within a reasonable time after the meeting.

6. ANNUAL GENERAL MEETING

The Chairman 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 answer questions at the annual general meeting on the Committee's activities and their responsibilities.

7. PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE

The terms of reference of the Committee will be posted on the websites of the Company and the Stock Exchange of Hong Kong Limited.

8. INTERPRETATION

Interpretation of the terms of reference shall belong to the Board.

Note: If there is ~~if~~ any inconsistency between the English and Chinese versions of this document, the English version shall prevail.