

Winfull Group Holdings Limited

SUSTAINABILITY COMMITTEE TERMS OF REFERENCE

1. Objectives

1.1 The Committee supports the Board as follows:

1.1.1 overseeing all matters relating to the Group's corporate responsibility and sustainability development;

1.1.2 providing direction and making recommendations on strategy and all matters concerning the Group's corporate responsibility and sustainability development;

1.1.3 reviewing the Group's corporate responsibility and sustainability related policies; and

1.1.4 identifying, assessing and managing the Group's sustainability related risks and issues and bringing any related issues to the attention of the Board.

2. Membership

2.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members.

2.2 Only members of the Committee have the right to attend Committee meetings. Other individuals such as the Chairman of the Board, the Chief Executive Officer, other directors and members of the Sustainability Committee (at management level), may be invited to attend all or part of any meeting as and when appropriate.

2.3 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting.

3. Secretary

The Committee Chairman shall nominate a secretary to the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two members. 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.

5. Frequency of Meetings

- 5.1 The Committee shall meet at least once a year or such other times a year at appropriate times in the reporting cycle and otherwise as required.
- 5.2 In-camera meeting, wherein the secretary is not present, may be called as either a stand-alone meeting or as a separate private meeting at the end of a regularly scheduled Committee meeting. Management may or may not be invited, at the discretion of the Committee Chairman. A resolution shall convene and terminate the in-camera meeting when called at the end of a regularly scheduled meeting. Any such resolutions shall be recorded in the minutes of the meeting. Matters discussed “in-camera” are not to be discussed outside the meeting by those in attendance.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members if they consider it necessary.
- 6.2 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 14 days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at least five clear days in advance of the meeting.

7. Minutes of Meetings

- 7.1 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 The secretary shall circulate the minutes of Committee meetings to all members of the Committee within a reasonable time (generally within 14 days) after each meeting and, once agreed, to all members of the Board.

8. Annual General Meeting

The Committee Chairman should, as far as practicable, attend the Annual General Meeting and make himself available to respond to any shareholder questions on the Committee’s activities.

9. Sustainability Governance Structure

9.1 Management-level Sustainability Executive Committee, led by the Chief Executive Officer and composed of senior management of the Company as the Chief Executive Officer may designate from time to time, supports the Committee to form and deliver strategy-level management of all sustainability initiatives according to the Group's sustainability policies, strategies, priorities and objectives, and other duties assigned by the Committee. The Sustainability Committee will report to the Committee as and when required.

10. Duties

10.1 The Committee shall:

10.1.1 review, endorse and report to the Board the Group's corporate responsibility and sustainability plans, strategies, priorities, policies, practices and frameworks;

10.1.2 oversee, review and evaluate:

10.1.2.1 the adequacy and effectiveness of resources, processes, and actions taken by the Group based on its corporate responsibility and sustainability plans, strategies, priorities, policies and frameworks, and recommend improvements; and

10.1.2.2 the Group's performance against the appropriate international or national standard (if any) on sustainability;

10.1.3 recommend strategies for improvements in the sustainability performance of the Group;

10.1.4 assess and manage material corporate responsibility and sustainability issues and related risks;

10.1.5 integrate the corporate responsibility and sustainability related risks into the Group's existing risk management and internal control framework and report to the Board on related risks and issues;

10.1.6 oversee the execution of the Group's initiatives on corporate responsibility and sustainability development;

10.1.7 monitor and review existing and/or emerging issues, trends and investments related to corporate responsibility and sustainability of the Group;

10.1.8 consider the impact of the Group's corporate responsibility and sustainability on its stakeholders, including employees, shareholders, local communities and the environment;

- 10.1.9 review and oversee the implementation of the Group’s corporate responsibility and sustainability policies and practices to ensure they remain relevant and compliant with legal and regulatory requirements (including, but not limited to, the relevant Hong Kong Stock Exchange Environmental, Social and Governance Reporting Guide and the Listing Rules);
- 10.1.10 review and provide recommendations to the Board for approval of the annual corporate responsibility/sustainability report and relevant disclosures in the Company’s annual report; and
- 10.1.11 make available the Committee’s terms of reference.

11. Reporting Responsibilities

- 11.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Authority

The Committee is authorized:

- 12.1 to seek any information it requires from any employee of the Group in order to perform its duties; and
- 12.2 to obtain, at the Company’s expense, outside legal or other professional advice on any matters within its terms of reference.

13. Constitution

The Committee was established pursuant to a resolution passed by the Board at a meeting held on 9 June 2023.

14. Publication of the Terms of Reference

The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange websites and the Company’s website.

Definitions:

“**Board**” shall mean the board of directors of the Company.

“**Committee**” shall mean the Sustainability Committee of the Company.

“**Company**” shall mean Winfull Group Holdings Limited.

“**Group**” shall mean the Company and its subsidiaries.