# Seyond Holdings Ltd.
# 圖達通*

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 2665**
**Warrant Code: 2673**

## Terms of Reference for the Environmental, Social and Governance Committee of Seyond Holdings Ltd. (圖達通*) (the "Company")

* *For identification purpose only*

**Definitions**

1. For the purposes of these terms of reference (the "**Terms**"):

   **Board** means the board of directors of the Company.

   **Joint Company Secretary** means any one of the joint company secretaries of the Company.

   **Directors** means the directors of the Board.

   **Group** means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor.

   **Environmental, Social and Governance Committee** (the "**ESG Committee**") means the Environmental, Social and Governance Committee established by the resolution of the Board in accordance with clause 3 of these Terms.

   **Senior Management** means chief executive officer, chief financial officer, chief development officer and any other officers of the Company whose remuneration package is, or is proposed to be, more favourable than that of any officer appointed by the Board; and any other employees of the Company as determined by the ESG committee.

   **Shareholders** mean the shareholders of the Company.

**Constitution**

2. The ESG Committee was established by the Board to provide comprehensive oversight of the ESG practices and initiatives of the Company. The ESG Committee serves as the central coordinating body for ESG matters across all departments and operations.

**Membership**

3. The members of the ESG Committee shall be appointed by the Board and shall consist of not less than three members, one of whom shall be independent non-executive Directors.

4. The chairperson of the ESG Committee shall be an independent non-executive Director and shall be appointed by the Board from the ESG Committee.

**Secretary**

5. The Joint Company Secretary or his/her appointed delegate shall act as the secretary of the ESG Committee.

6. The ESG Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the ESG Committee.

**Meeting**

7. The ESG Committee should meet at least once a year. The chairperson of the ESG Committee may request the convening of an interim meeting in the event of an important matter requiring a resolution.

8. Due notice should be given for any meeting unless such notification is waived by all members of the ESG Committee. Notwithstanding the notification period, the attendance of the members of the ESG Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.

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

10. Resolutions of the ESG Committee shall be passed by more than half of its members. In case of an equality of votes, the chairperson shall have a casting vote.

11. A resolution passed and signed by all members of ESG Committee is valid, and the validity is the same as any resolution passed in the meeting held.

12. Full minutes of ESG Committee meeting should be kept by the duly appointed secretary of the ESG Committee and be available for review by the Directors.

**Meeting Attendance**

13. Upon the invitation from the ESG Committee, other Directors, Senior Managements, external advisor and ESG experts can be invited to attend meeting, and may, from time to time, establish sub-committees to assist with or deal with specific matters, having regard to the Group's circumstances.

14. Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the ESG Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

**Annual General Meeting**

15. The chairperson of the ESG Committee or (if absent) the other member of the ESG Committee should attend the Company's annual general meeting and handle the Shareholders' enquiry related to the ESG Committee's activities and responsibilities, etc.

**Duties and Powers**

16. The ESG Committee shall have the following duties and powers:

    (a) To review, endorse and report to the Board on the Company's ESG standards, priorities and goals and to oversee the Company's strategies, policies and practices on sustainability and ESG matters to attain those standards and goals.

(b) To oversee, review and evaluate actions taken by the Company in furtherance of the ESG priorities and goals, including coordinating with the business divisions of the Company and ensuring that their operations and practices adhere to the relevant priorities and goals.

(c) To monitor and review emerging sustainability issues and trends in national and international standards that could impact the business operations and performance of the Company, such as key international ESG trends in legislation, regulation, litigation and public debate; peers analysis on ESG performance and climate related risks and opportunities.

(d) To monitor and evaluate the impact of the Company's ESG performance on its stakeholders, including employees, shareholders, local communities and the environment, and to conduct climate-related risk and opportunities management and propose corrective action plans when needed.

(e) To review, evaluate, advise and lead the preparation of the Company's public communication, disclosure and publications in relation to ESG matters (including but not limited to the disclosure in the ESG report in the Company's annual report), to maintain the integrity of reporting and to ensure the compliance with relevant disclosure requirements concerning ESG matters.

(f) To formulate, monitor and review the overall climate-related strategy and approach of the Company, including:

    (i) overseeing climate-related risks and opportunities (encompassing physical and transition risks);

    (ii) coordinating climate-related initiatives across departments, setting and reviewing targets and key initiatives;

    (iii) maintaining effective communication channels with other committees to ensure comprehensive awareness and response to climate-related issues affecting the Company; and

    (iv) to ensure the climate strategy aligns with organizational objectives and regulatory requirements while facilitating cross-functional collaboration on climate action implementation.

**Reporting**

17. The ESG Committee shall report to the Board after each of its meetings.

**Authority**

18. The ESG Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties.

19. The ESG Committee should have the authority to request and gather information from external parties associated with the Company, as needed for the preparation of ESG reports or for Committee meetings.

20. The ESG Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the ESG Committee.

21. The ESG Committee should be provided with sufficient resources to perform its duties.