



Gala Technology Holding Limited

望塵科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2458)

(hereafter the “Company”)

ESG Oversight Committee — Terms of Reference

1. Members

- 1.1 The Environmental, Social and Governance (“ESG”) oversight committee of the Company (the “**ESG Oversight Committee**”) is established by the board of directors of the Company (the “**Board**”) to manage all matters relating to ESG and the sustainable development of the Group. Members of the ESG Oversight Committee shall be appointed by the Board.
- 1.2 The chairperson of the ESG Oversight Committee shall be appointed by the Board.
- 1.3 The terms of appointment of the ESG Oversight Committee members should be determined by the Board at the appointment date.

2. Secretary(ies) of the ESG Oversight Committee

- 2.1 The company secretary(ies) of the Company shall act as the secretary(ies) of the ESG Oversight Committee.
- 2.2 The ESG Oversight Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary(ies) of the ESG Oversight Committee.

3. Meeting

- 3.1 The ESG Oversight Committee members shall meet no less than once a year. Any member or the secretary(ies) of the ESG Oversight Committee can call for a meeting when it is necessary.
- 3.2 Notice of at least 14 days prior to the meeting should be given for any meeting, unless such notification is waived by all members of the ESG Oversight Committee. Notwithstanding the notification period, the attendance of the members of the ESG Oversight Committee at the meeting would be deemed to

be a waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

- 3.3 The quorum necessary for the meeting and transaction of business of the ESG Oversight Committee shall be two members of the ESG Oversight Committee.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the ESG Oversight 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).
- 3.5 Resolutions of the ESG Oversight Committee shall be passed, in the case of a meeting, by more than half of the members of the ESG Oversight Committee attending such meeting.
- 3.6 Resolution passed and signed by all members of the ESG Oversight Committee is valid, and the validity is the same as any resolution passed in a meeting held.
- 3.7 Full minutes of the ESG Oversight Committee meeting should be kept by a duly appointed secretary(ies) of the ESG Oversight Committee and be available for review by the Board. Draft and final versions of minutes of the meeting should be sent to all members of the ESG Oversight Committee for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the ESG Oversight Committee, the chairperson of the Board and/or the general manager or other staff members, external advisor and other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the ESG Oversight Committee can vote in a meeting of the ESG Oversight Committee.

5. Annual General Meeting

- 5.1 The chairperson of the ESG Oversight Committee or (if absent) the other member of the ESG Oversight Committee should attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the ESG Oversight Committee at such meetings.

6. Duties and Powers

The ESG Oversight Committee shall have the following duties and powers:

- 6.1 to support the Board to formulate, monitor and update ESG-related policies and strategies, and to continuously monitor and review ESG progress of the Company;
- 6.2 to identify, evaluate and manage progress of annual key objectives agreed by the Board;
- 6.3 to monitor the priority of risks identified and work with the head of respective business units in risk identification, and review and monitor ESG and climate-related risk reports;
- 6.4 to set climate-related performance metrics and targets to assist the Board in evaluating the effectiveness of the ESG strategy and measures;
- 6.5 to prepare ESG report and devise mitigation and management measures to alleviate ESG risks and impact;
- 6.6 to work with third party consultant to support the Company in fulfilling its ESG objectives, if it considers necessary, and it shall be responsible for managing such third party; and
- 6.7 to do all such things as necessary to discharge the authority and duties conferred on it by the Board from time to time and to handle matters required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

7. Reporting

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

8. Authority

- 8.1 The ESG Oversight Committee is authorized by the Board to request from employees of the Company to provide any information within the scope of its duties.
- 8.2 The ESG Oversight Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the ESG Oversight Committee.

Remark: the independent professional advice can be sought via the company secretary(ies) of the Company.

- 8.3 The ESG Oversight Committee should be provided with sufficient resources to perform its duties.