Soho Holly Futures Co., Ltd.
Terms of Reference of the Strategic and ESG Committee under the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to accommodate the needs of strategic development of Soho Holly Futures Co., Ltd. (the "Company"), strengthen its core competitiveness, establish sound investment decision-making procedures, enhance its scientific decision-making process, improve decision quality and refine the corporate governance structure, the Company established the Strategic and ESG Committee and formulated its Terms of Reference in accordance with the Company Law of the PRC (《中華人民共和國公司法》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the Articles of Association of Soho Holly Futures Co., Ltd. (《蘇豪弘業期貨股份有限公司章程》) and other relevant regulations.

Article 2 The Strategic and ESG Committee is a specialized committee established by the Board of Directors and shall be accountable to the Board of Directors. Its main responsibility is to conduct research and to make suggestions regarding the long term development strategies, ESG development and material investment decisions of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Strategic and ESG Committee shall consist of not less than (including) three directors.

Article 4 Members of the Strategic and ESG Committee shall be nominated by the chairman of the Board of Directors, more than half of the number of independent directors or one-third of all directors and shall be elected by the Board of Directors.

The Strategic and ESG Committee shall have one chairman (convener), who shall be elected by more than half of all committee members and shall be responsible for presiding over the work of the committee.

Article 5 The term of office of the Strategic and ESG Committee shall be identical to that of the Board of Directors. A member may serve consecutive terms if re-elected upon the expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, his/her membership shall lapse automatically, and the vacancy shall be filled by the person elected by the Board of Directors in accordance with the provisions of Articles 3 and 4 above.

Article 6 The Office of the Board of Directors shall be responsible for providing professional support and comprehensive services to the Strategic and ESG Committee.

CHAPTER 3 RESPONSIBILITIES AND AUTHORITIES

Article 7 The primary responsibilities of the Strategic and ESG Committee include:

(i) to understand the domestic and foreign economic development situation, industrial development trend, the policy direction of the State and the industry; to study and make suggestions on the long-term development strategic plan and development direction of the Company;

(ii) to evaluate the strategic planning, development objects, operating plans and implementation processes of the Company;

(iii) to evaluate the ESG and climate change vision, strategic planning, development objects, operating plans, implementation processes and organizational structure of the Company;

(iv) to focus on the development trend, risks and opportunities in the field of ESG and climate change, to study and make suggestions on the Company's ESG and climate change policies;

(v) to be responsible for the consideration of the Company's ESG and climate change related reports, ensuring that the Company's reports issued to the public are in line with the disclosure requirements, and reporting to the Board of Directors;

(vi) to study and make suggestions on the major investment and financing proposals subject to the approval of the Board of Directors in accordance with the Articles of Association;

(vii) to study and make suggestions on the material capital operation and asset operation projects subject to the approval of the Board of Directors in accordance with the Articles of Association;

(viii) to study and make suggestions on other major issues affecting the development of the Company;

(ix) to track and review the implementation of the matters stated in the preceding paragraphs;

(x) other matters authorized by the Board of Directors.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 8 The decision-making procedures of the Strategic and ESG Committee are as follows:

(i) The management of the Company shall be responsible for preliminary preparation works for the decision-making of the Strategic and ESG Committee, and collecting and providing the following relevant information, including but not limited to: the relevant departments of the Company or person-in-charge of the controlled (investee) companies shall report the intention of major investment and financing, capital operation, asset operation projects, project proposals, feasibility study reports and due diligence report of the joint venture parties, relevant agreements and other information.

(ii) the relevant functional departments and leaders in charge of the Company shall conduct preliminary review, submit to the General Manager for approval, and report to the Strategic and ESG Committee for record.

(iii) the chairman of the Strategic and ESG Committee shall conduct evaluation and a formal proposal shall be submitted to the Strategic and ESG Committee.

(iv) the Strategic and ESG Committee shall hold meeting to discuss and decide whether to submit it to the Board of Directors for consideration.

CHAPTER 5 RULES OF PROCEDURES

Article 9 The Strategic and ESG Committee may hold meeting from time to time according to the actual needs, and all members shall be notified three days before the meeting. The meeting shall be convened and presided by the chairman of the committee. If the chairman is unable to perform his/her duties, he/she may appoint another member to perform duties on his/her behalf. If the situation is urgent and the meeting needs to be held as soon as possible, the notice of meeting may be given in writing, by telephone or other means.

Article 10 Meeting of the Strategic and ESG Committee shall be held only when more than two-thirds of the members are present, and each member shall have one vote. Resolutions made at the meeting shall be passed by more than half of all members.

Article 11 The meeting of the Strategic and ESG Committee shall vote by show of hands or by poll. Voting at an extraordinary meeting may be conducted by correspondence.

Article 12 Directors, senior management and other relevant personnel of the Company may be invited to attend the meetings of the Strategic and ESG Committee.

Article 13 If necessary, the Strategic and ESG Committee may engage intermediaries to provide professional advice for its decision-making at the expense of the Company.

Article 14 When a member is interested in any matters under discussion of the Strategic and ESG Committee, the member concerned shall be absent from such discussion. Meeting of the Strategic and ESG Committee can be held when more than half of the disinterested members are present, and a resolution adopted at the meeting requires affirmative votes by more than half of the disinterested members. If the number of disinterested members attending the meeting is less than half of the total number of disinterested members of the Strategic and ESG Committee, the matter shall be submitted to the Board of Directors for consideration.

Article 15 The convening procedures, voting methods and resolutions passed at the meetings of the Strategic and ESG Committee shall comply with the relevant laws and regulations, the Articles of Association and these Terms of Reference.

Article 16 Minutes shall be taken in Strategic and ESG Committee meetings. Minutes are prepared by the Office of the Board of Directors and shall include the following:

(i) the method, date and place of convening the meeting and name of the chairman of the meeting;

(ii) presence at the meeting, absence from the meeting and attendance by proxy;

(iii) names and positions of the persons attending the meeting;

(iv) matters discussed at the meeting;

(v) the main points of the speeches of members and the relevant attendees;

(vi) name of the person who keeps record for the meeting.

Members who attend the meeting of the Strategic and ESG Committee shall sign on the minutes of the meeting. The minutes of the meeting shall be kept by the secretary of the Board of Directors of the Company for a period of not less than ten years.

Article 17 Members attending the meeting shall have the obligation to keep the matters discussed at the meeting confidential and shall not disclose the relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 18 The Terms of Reference shall come into effect on the date of approval by the Board of Directors.

Article 19 The Board of Directors shall be responsible for the interpretation of the Terms of Reference. The term "independent director" in this system shall have the same meaning as "independent non-executive director" in the Hong Kong Listing Rules.

Article 20 Matters not covered in the Terms of Reference shall be implemented in accordance with relevant national laws, regulations, the securities regulatory provisions in the place where the shares of the Company are listed and the Articles of Association of the Company.

Board of Directors of
Soho Holly Futures Co., Ltd.
28 October 2025