ANTA Sports Products Limited
安踏體育用品有限公司

Sustainability Committee Terms of Reference

Effective date of these terms of reference:

Revised by the Board and effective on 22 December 2025.

1. Constitution and functions

1.1 The Board constitutes and establishes the Committee with authority, responsibility and specific duties as described below.

1.2 The Committee shall assist the Board:

(1) To conduct effective governance and oversight of ESG matters;

(2) To formulate and review the Group's strategic objectives for sustainable development;

(3) To lead and promote each department to improve its mindsets and operation initiatives in various business processes from the perspective of sustainability;

(4) To identify, assess and manage material ESG risks and issues;

(5) To coordinate and standardise the collection of ESG related data and information to improve the quality of ESG information disclosure; and

(6) To equip the Board with knowledge of ESG issues through training sessions.

1.3 For the purpose of these terms of reference, "sustainability" shall mean "meeting the needs of the present without compromising the ability of future generations to meet their own needs".

2. Composition and membership

2.1 The member of the Committee shall be appointed and their terms of appointment shall be determined by the Board. The Committee shall consist of the following members:

(1) at least two (2) executive directors;

(2) at least two (2) independent non-executive directors; and

(3) executives designated by the Board (no restriction on the number).

2.2 The Board shall appoint the Committee Chairman from the members of the Committee. In the absence of the Committee Chairman or his designated nominee, other members of the Committee attending the meeting shall elect one of them to chair the meeting.

2.3 The composition of the Committee will be reviewed by the Board and the nomination committee of the Company annually to ensure an appropriate balance in terms of expertise, skills and experience.

2.4 The Committee may set up working groups and delegate certain of its responsibilities with such powers as are necessary to discharge the responsibilities of the Committee. Members of such working groups shall be determined by the Committee Chairman.

3. Secretary

3.1 The head of the Group's sustainability function shall be the Committee Secretary. The head of the Group's sustainability function may designate any other person as the Committee Secretary with the consent of the Committee.

3.2 The Committee Secretary shall attend the Committee meetings and draft the minutes and be responsible for all administrative matters of the Committee.

4. Frequency and proceedings of meeting

4.1 The Committee shall meet at least two (2) times per year. Additional meetings shall be held as the work of the Committee or circumstances requires.

4.2 The Committee meeting shall be convened by one (1) member of the Committee or the Committee Secretary as authorised by the Committee.

4.3 Unless otherwise required, the notice of the meeting confirming the venue, time and date together with an agenda to be discussed shall be given to each member of the Committee and other persons invited to attend the meeting not less than three (3) days before the meeting. Other supporting documents relating to the meeting shall be given at the same time to the members of the Committee and other persons invited to attend the meeting.

4.4 A quorum necessary for the transaction of any business by the Committee shall be half of the total current members of the Committee. A duly convened Committee meeting at which a quorum is present shall be competent to exercise all or any of the authorities vested in the Committee.

4.5 Each of the members of the Committee has one (1) vote. When there is a tie, the Committee Chairman shall have one (1) more vote. Under such circumstances, the two (2) votes of Committee Chairman shall be voted to the same side.

4.6 Only members of the Committee are entitled to attend Committee meetings. Other directors of the Company or executives of the Group may be invited to attend all or part of any meeting, as and when appropriate and necessary.

4.7 Meetings may be held by telephone, electronic or other means of communication so that all attendants at the meeting can communicate with each other instantaneously.

4.8 Before a meeting starts, all members of the Committee shall declare their interests (including the interests of their associates) in respect of the matters to be discussed and/or the resolutions to be approved during the meeting in accordance with the articles of association of the Company and/or the Listing Rules.

4.9 In case a member of the Committee (or his/her associate) has a material interest in a matter to be discussed and/or a resolution to be approved during a meeting, other members of the Committee, for the purpose of avoidance of conflict of interests, shall consider and decide if the member shall abstain from voting in the resolutions and/or be absent from the meeting.

5. Minutes

5.1 The Committee Secretary shall keep records of all conclusions and resolutions passed at all Committee meetings, including the names and signatures of the Committee members attending the meetings.

5.2 Full minutes of the Committee meetings shall be kept by the Committee Secretary.

5.3 The Committee Secretary shall send the draft of the minutes to all members of the Committee for their comments and followed by the finalised version as records within a reasonable time after the meeting. Once agreed, minutes of the Committee meetings shall be circulated to all members of the Board.

5.4 A resolution in writing signed by all members of the Committee, would be considered as valid and effective as if a resolution had been passed at a meeting of the Committee duly convened and held. Such resolution may be signed and circulated by email or other electronic communications.

5.5 If any member of the Committee (or his/her associate) has a material interest in a matter to be discussed and/or approved by the Committee, the matter should be dealt with by a Committee meeting rather than a resolution in writing.

6. Duties

6.1 The duties of the Committee shall include:

(1) To formulate the Group's vision, strategy and management approach on sustainable development, review and oversee ESG operation, governance structure and policy, and ensure continuous compliance with legal and regulatory requirements;

(2) To define the Group's ESG objectives and relevant implementation rules and effectiveness, regularly review the progress of objectives accomplishment and report to the Board;

(3) To identify ESG risks and opportunities (including climate change related) and assess their impacts on the Group, and review whether the Group's ESG risks are effectively managed and controlled;

(4) To review and assess the appropriateness and effectiveness of the Group's ESG governance and management structure, policies, management approach, practices, procedures, strategies and measures, and update and adjust the same in a timely manner;

(5) To review the Group's climate change related work, oversee the identification, assessment, management and reporting of climate change related risks and opportunities, and determine the related strategies and measures addressing climate change, so as to reduce the negative impact on the climate during the Group's business development;

(6) To review the Group's relevant ESG policies and practices regularly, including but not limited to: supply chain management, chemical management, labor management (including human right), etc.;

(7) To oversee the communication process between the Group and stakeholders, and if required, to receive feedback on ESG work from the Group's internal and external stakeholders, and to provide improvement recommendations for the Group's future ESG work;

(8) To ensure that the Company prepares ESG reports in accordance with the Listing Rules and other relevant laws and regulations, review annual ESG reports and report to the Board, and make recommendation to the Board to maintain the completeness of ESG reports;

(9) To ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of those relating to the Group's ESG performance and reporting;

(10) To monitor and verify ESG-related staff training, budget and expenditure of the Group;

(11) To monitor, review, and if required, report to the Board on international trends in legislation, regulation, and recommended best practices as regards to ESG, sustainability development, and ethical standards of corporate behaviour;

(12) To advise the Board the sufficiency of resources dedicated to ESG issues; and

(13) To conduct an annual review of the Group's ESG matter, which the Committee shall consider:

(a) the adequacy of resource, staff qualification and experience, training programmes and budget of those relating to Group's ESG performance and reporting;

(b) the changes, since the last annual review, in the nature and extent of significant ESG risks (if any); and

(c) the scope and quality of management's ongoing monitoring of ESG risks.

6.2 The Committee, where necessary, may seek independent professional advice to perform its responsibilities at the cost of the Company.

6.3 The Committee shall report back to the Board on its decisions or recommendations (unless there are legal or regulatory restrictions on its ability to do so).

6.4 The Committee shall prepare a summary of its work during the year for inclusion in the corporate governance report under the annual report of the Company.

7. Authority

7.1 The Committee is authorised by the Board to investigate any activity within its duties and responsibilities under these terms of reference, and to collect any information (including all confidential information) it may require from any employee, director, agent or adviser, and all of them are directed to co-operate with any request made by the Committee.

7.2 The Committee shall be provided by the Company with sufficient resources to perform its duties.

7.3 The Committee is authorised by the Board to invite relevant personnel within the Group to attend the Committee meetings, and to obtain any information that it requires from any other committee and/or department, if it considers necessary, in order to perform its duties.

7.4 The Committee may invite external advisers with relevant experience and expertise to participate and attend Committee meetings as and when necessary, and it shall review and approve the advisory fees and other terms of engagement of the external advisers.

7.5 The Committee has authority to meet the management which submits recommendations, and to review the ESG risk related investigation reports.

8. Reporting responsibilities

8.1 The Committee Chairman shall duly report, within his responsibilities, to the Board on the discussions and conclusions of each meeting.

8.2 The Committee shall make recommendations to the Board on areas where improvement is required as it thinks fit.

9. General

9.1 The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board, on The Stock Exchange of Hong Kong Limited's website and the Company's website.

9.2 The Committee Chairman (in his absence, another member of the Committee) shall make himself available to attend the annual general meetings of the Company to answer questions thereat.

10. Definitions

10.1 In these terms of reference, the following expressions shall have the meanings set out below unless the context requires otherwise:

"**Board**"	means the board of directors of the Company
"**Committee**"	means the sustainability committee of the Company
"**Committee Chairman**"	means the chairman of the Committee
"**Committee Secretary**"	means the secretary of the Committee
"**Company**"	means ANTA Sports Products Limited
"**ESG**"	means environmental, social and governance
"**ESG report(s)**"	means environmental, social and governance report(s) to be issued by the Company from time to time
"**Group**"	means the Company and its subsidiaries
"**Listing Rules**"	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

11. Language

11.1 If there is any inconsistency between the English and the Chinese versions of these terms of reference, the English version shall prevail.