



Electronics

比亞迪電子(國際)有限公司
BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED

(Incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock code: 285)

(the “Company”)

Terms of Reference – Strategy and Sustainable Development Committee

Constitution

1. The Board has resolved the establishment of the Strategy and Sustainable Development Committee (the “**Committee**”) on March 27, 2026.

Membership

2. All members of the Committee shall be appointed by the board of the directors of the Company (the “**Board**”) and can be removed by the Board at its sole discretion. The Committee shall comprise a minimum of three Directors.
3. Members of the Committee shall be appointed and dismissed by the Board.
4. The Committee shall have a chairman. The candidates for chairman shall be nominated by the Chairman of the Board and approved by the Board for appointment.
5. The Board may from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time, or other codes, rules and regulations (where applicable) as may be prescribed by the applicable regulatory authority from time to time.

Secretary

6. The Company Secretary should be the secretary of the Committee.

Authority

7. Where necessary, the Committee is authorized to obtain external independent professional advice, at the Company’s expense, to perform its responsibilities.
8. The Committee shall be provided with sufficient resources to perform its duties.

Duties

9. The Committee shall perform the following duties:
 - (a) conduct studies and make recommendations on the Company's long-term development strategic plans, major investment or financing decisions as well as sustainable development;
 - (b) conduct studies and make recommendations on the major investment and financing proposals subject to approval of the Board;
 - (c) conduct studies and make recommendations on the major capital operations and asset operation projects subject to approval of the Board;
 - (d) conduct studies and make recommendations on the Company's sustainable development strategy planning, expected goals, and policy guidelines;
 - (e) supervise and inspect the Company's sustainable development strategies and objectives, assess the relevant risks of sustainable development and make recommendations;
 - (f) provide guidance and confirmation on the identified key sustainable development issues and their order of priority;
 - (g) review the Company's annual sustainable development/ESG reports and other relevant publicly disclosed information, and confirm the completeness and accuracy of sustainable development/ESG reports and other relevant disclosures;
 - (h) conduct studies and make recommendations on other major events which may have impacts on the Company's strategies and sustainable development;
 - (i) review the implementation of all the above matters and report to the Board; and
 - (j) deal with other matters delegated by the Board.

Committee Meetings

Frequency

10. The Committee shall meet at least once a year. Additional meetings should be held upon the requests of the Committee or based on the actual needs of the Company. The chairman of the Committee may hold additional meetings at his discretion.

Resolutions

11. Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, or through other electronic means of communication, e.g. by telephone or by video conference, etc.

Minutes

12. The secretary of the Committee should keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

Publication of the Terms of Reference

13. The terms of reference will be posted on the websites of the SEHK and the Company, explaining the role and the authority delegated to it by the Board.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.