Overseas Chinese Town (Asia) Holdings Limited
華僑城(亞洲)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 03366)

TERMS OF REFERENCE OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE OF THE BOARD

1. CONSTITUTION

The board of directors (the "**Directors**") of the Company (the "**Board**") has established an Environmental, Social and Governance ("**ESG**") Committee of the Board (the "**Committee**").

2. MEMBERSHIP

(a) Members of the Committee shall be appointed and removed by the Board.

(b) All Committee members must be Directors. If any member of the Committee ceases to be a Director, he/she will cease to be a member automatically.

(c) The Committee must comprise a minimum of three members.

(d) The chairman of the Committee shall be appointed by the Board.

3. SECRETARY

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the company secretary to the Company.

4. AUTHORITIES

(a) The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference.

(b) The Board authorizes the Committee to conduct any investigation within its terms of reference. The Committee shall have the right to demand any information necessary from any employee of the Company, and all employees are also instructed to cooperate with the Committee and satisfy any of its request.

(c) The Board authorizes the Committee to seek external legal advice or other independent professional advice (if required by the Committee) at the Company's expense.

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

5. DUTIES

The duties of the Committee are as follows:

(a) to formulate and review the ESG strategy, vision, principles and policies of the Company and its subsidiaries (collectively referred to as the "**Group**"), and implement ESG policies and measures of the Group;

(b) to review and determine the ESG management structure and optimization mechanism operation plan of the Group, review the ESG management structure and policies of the Group, and provide suggestions to the Board on the ESG management structure of the Group;

(c) to review material ESG issues involved in the business operations of the Group, identify the risks and opportunities related to ESG (including but not limited to climate-related risks and opportunities, encompassing physical risks and transition risks), review the identification of material ESG issues on a regular basis, and review the management and control of the ESG risks of the Group;

(d) to closely monitor climate-related developments; continuously assess, identify, and disclose climate-related risks and opportunities;

(e) to monitor communication with the stakeholders and ensure that there are policies established to effectively promote the relationship between the Group and the stakeholders and identify the communication results with the stakeholders;

(f) to monitor incorporation of ESG principles into the business decision-making procedures;

(g) to monitor the ESG performance of the Group in compliance with regulatory and investor requirements and make recommendations to the Board;

(h) to identify and formulate the ESG strategies and goals of the Group (including but not limited to strategies and targets for addressing climate change) and the corresponding implementation rules and effectiveness, regularly review and report to the Board these strategies, their implementation, progress toward achieving objectives, and their relevance to the Group's business, and identify corresponding initiative and measures on actions required to improve performance;

(i) to ensure that the Company's ESG disclosures comply with the relevant disclosure requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (collectively referred to as the "**Listing Rules**") and other applicable regulations governing the Company, identify the ESG Report and ESG data analysis results of the Company, review any material matters arising from the reporting process, and report to the Board;

(j) to report to the Board the ESG-related governance matters and identify the issuance of the "ESG Statements of the Board".

6. DECISION-MAKING PROCEDURES

(a) The management shall be responsible for the preparatory work for the Committee to make decisions and shall report to the Committee by provision of written information in such respect of the Company.

(b) The Committee is accountable to the Board, and its proposals and reports shall be submitted to the Board for consideration and approval.

7. RULES OF PROCEDURES

7.1 Number of meetings

Meetings of the Committee shall include regular meetings and interim meetings. Regular meetings shall be convened at least once a year. Interim meetings may be convened if necessary. Interim meetings shall be convened upon proposal by the chairman of the Committee or more than one-half of the members.

7.2 Notice of meeting

The Secretary of the Committee shall notify members in writing and circulate the agenda for the meeting to the Committee in advance of the meeting date: 7 days prior to the meeting date for regular meetings and 1 day prior to the meeting date for interim meetings. However, with the consent of all committee members, advance notice may be waived or the notice period shortened.

7.3 Quorum

Meetings of the Committee shall be attended by more than one-half of the members to be effective.

7.4 Form of meetings

Subject to compliance with the Company's Articles of Association, applicable laws, and the rules of the stock exchange on which the Company's securities are listed (if applicable), committee meetings may be conducted via telephone, electronic means, or other communication equipment that permits all participants to communicate simultaneously and in real time. Participation in meetings by such means shall be deemed equivalent to physical attendance at the meeting.

Such meetings shall be presided over by the chairman of the Committee, and he/she may entrust another member of the Committee to preside over such meetings.

7.5 Resolutions

Each member of the Committee shall have one vote. Any resolution shall be passed by the majority of more than one half (excluding half) of the votes of the members who attend the meeting. In the event of a tie, the chairperson of the meeting shall have the casting vote.

Resolutions may be adopted by written resolution with the unanimous consent of all members.

7.6 Invitations

The Committee could invite any persons it deems appropriate inside and outside the Company (including but not limited to Directors, employees and external advisors) to attend the meetings, but such persons are not entitled to vote at the meetings.

7.7 Minutes of the meetings

The Secretary of the Committee shall keep the minutes of the Committee meetings and written resolutions.

8. OTHERS

8.1 The minutes or written resolutions (as applicable) of the Committee's meetings shall be sent to all members within a reasonable time after the meeting is held or the written resolution is adopted. The chairman or other members authorised by the chairman of the Committee shall participate in the annual general meeting to answer the shareholders on the policies, activities and responsibilities of the Committee.

8.2 Unless authorised by the Board, the attending members shall have obligation to keep the matters discussed at the meeting confidential and shall not disclose the relevant information without authorisation.

9. INTERPRETATION

9.1 Interpretation of this Terms of Reference shall belong to the Board.

9.2 In case of any inconsistency between the Chinese version and the English version of the Terms of Reference, the Chinese version shall prevail.

Adopted by the Board on 27th March 2026