**China Shengmu Organic Milk Limited**
**中國聖牧有機奶業有限公司**
*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 1432)**
(the "**Company**")

# Terms of Reference of the Strategy and Sustainability Committee (AMENDED AND RESTATED)

## 1 Constitution

The board of directors of the Company (the "**Board**") established the strategy committee with effect from 30 July, 2021 and has resolved to change its name to the strategy and sustainability committee (the "**Strategy and Sustainability Committee**") on 23 August, 2021. Its terms of reference have been revised, restated and adopted on 26 June, 2026.

## 2 Membership

2.1 Members of the Strategy and Sustainability Committee shall be appointed by the Board and shall consist of a minimum of three (3) members. Members of the Strategy and Sustainability Committee shall elect the committee chairman (the "**Chairman of the Strategy and Sustainability Committee**") among themselves.

2.2 The quorum for a meeting shall be two (2) members. A duly convened meeting of the Strategy and Sustainability Committee with a quorum present shall have the power to exercise all or any of the authorities, powers and discretions conferred on the Strategy and Sustainability Committee.

2.3 If the Chairman and/or the appointed alternate Chairman are unable to attend, the other members present at the meeting shall elect one person among themselves to act as the chairman of the meeting.

## 3 Secretary

3.1 The secretary of the Strategy and Sustainability Committee (the "**Secretary of the Strategy and Sustainability Committee**") shall be the company secretary of the Company or any other person appointed by the Strategy and Sustainability Committee from time to time.

## 4 Authority

4.1 The Strategy and Sustainability Committee is authorised by the Board to conduct research and provide recommendations on strategic development and major investment decisions falling within its terms of reference, and is also authorised to obtain information required by the Strategy and Sustainability Committee from any employee of the Company. The Company has issued instructions to all of its employees to cooperate with the Strategy and Sustainability Committee upon its request.

4.2 The Strategy and Sustainability Committee shall be provided with sufficient resources by the Company to discharge its duties and is authorised by the Board to seek independent professional advice when necessary for the performance of its duties, with costs to be borne by the Company.

## 5 Duties

5.1 The duties of the Strategy and Sustainability Committee include the following:

(a) to conduct research on the medium-term and long-term development strategies of the Company;

(b) to formulate medium-term and long-term development strategies and major investments for the financing plans of the Company based on the research and analysis of market changes and trends as well as the development of domestic and international markets;

(c) to conduct feasibility studies on major investments, financing plans and capital investments of operational projects and provide recommendations to the Board;

(d) to monitor and review corporate social responsibility and sustainability matters that could impact the Company's operations and performance, and to assess their implications on the Company's stakeholders, including employees, shareholders and the environment;

(e) to review and consider other important matters which may affect the development of the Company and provide opinions to the Board;

(f) to inspect and monitor the implementation and progress of the aforesaid matters;

(g) to report the decisions or recommendations of the Strategy and Sustainability Committee to the Board (unless reporting is prohibited by legal or regulatory restrictions); and

(h) to consider other matters as may be prescribed by the Board from time to time.

## 6 Frequency and Procedures of Meetings

6.1 Meetings of the Strategy and Sustainability Committee shall be convened as required by its work or circumstances. The Chairman of the Strategy and Sustainability Committee may convene meetings at his or her own discretion.

6.2 The procedures for meetings of the Strategy and Sustainability Committee shall be governed by the articles of association of the Company.

## 7 Attendance

7.1 The Chairman of the Strategy and Sustainability Committee may request members of management of the Company to attend meetings of the Strategy and Sustainability Committee if necessary or appropriate in the circumstances.

7.2 Meetings may be held by way of telephone, electronic or other communication equipment which allows all participants to communicate with one another simultaneously and in real time.

## 8 Minutes of Meetings

8.1 Complete minutes of meetings of the Strategy and Sustainability Committee shall be kept by the Secretary of the Strategy and Sustainability Committee.

8.2 The draft and final version of the meeting minutes shall be circulated sequentially by the Secretary of the Strategy and Sustainability Committee to all members of the Strategy and Sustainability Committee within a reasonable period after the meeting; such draft is for the members of the Strategy and Sustainability Committee to express their views, and the final version is for record purpose.

## 9 General

9.1 The Chairman of the Strategy and Sustainability Committee shall attend the annual general meeting of the Company (if the Chairman is unable to attend, another member of the Strategy and Sustainability Committee shall attend) and answer enquiries at the meeting.

Revised, restated and adopted on 26 June, 2026