深圳控股有限公司
SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00604)

(the "Company")

TERMS OF REFERENCE OF THE SUSTAINABILITY COMMITTEE

1. FORMATION

1.1 The sustainability committee (the "**Committee**") was established by the resolution of the board of directors (the "**Board**") of the Company passed on 27 August 2026. The Company and its subsidiaries are collectively referred to as the Group (the "**Group**").

2. MEMBERSHIP

2.1 Members of the Committee (the "**Members**") shall be appointed by the Board.

2.2 The Committee shall consist of not less than 3 Members, at least one of whom shall be an independent non-executive director.

2.3 The chairperson of the Committee shall be appointed by the Board.

2.4 The Committee may delegate certain of its responsibilities to working groups with such powers as are necessary to discharge the responsibilities of the Committee, provided that the Committee shall remain responsible to the Board in respect of such delegated duties.

3. SECRETARY

3.1 The Company Secretary of the Company shall be the secretary of the Committee.

3.2 The Committee may from time to time appoint any other person it deems suitable as the secretary of the Committee.

4. MEETINGS

4.1 The Committee shall meet at least once a year.

4.2 The quorum of the meeting shall be any two Members. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4.3 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

4.4 The procedures of the meetings of the Committee, including notice of meetings, adjournment of meetings, and the keeping of minutes, shall be governed by the provisions relating to the procedures for meetings of the Board prescribed in the articles of association of the Company.

5. ATTENDANCE AT MEETINGS

5.1 At the invitation of the Committee, directors, executives, external advisers and other persons may attend all or part of any meeting.

5.2 Only Members are entitled to vote at the meetings.

6. AUTHORITY

6.1 The Committee is authorised by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

6.2 The Committee is authorised by the Board when necessary to have access to independent professional advice.

6.3 The Committee shall be entitled to be provided with appropriate resources it considers necessary to perform its duties.

7. RESPONSIBILITY, POWERS AND DISCRETION

7.1 to guide and review the Group's corporate social responsibility and sustainability vision, goals, strategies, as well as the process used to evaluate, prioritise and manage material environmental, social and governance-related issues (including risks to the Group's businesses), and to make recommendations to the Board thereon.

7.2 to oversee, review and evaluate the actions taken by the management to comprehensively implement the focuses and goals relating to the Group's sustainability, and to review the progress towards achieving the relevant goals and indicators established by the management.

7.3 to identify, review the material risks and opportunities relating to the Group's sustainability (including climate-related risks and opportunities) and report the same to the Board, and to review the strategies and action plans proposed by the management to address such risks and opportunities.

7.4 to monitor and review emerging corporate social responsibility and sustainability issues and trends that could impact the business operations and performance of the Group.

7.5 to oversee and review the policies, practices and management approaches relating to the Group's sustainability, to supervise the compliance with relevant applicable laws, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and regulatory requirements.

7.6 to consider the impact of the Group's corporate social responsibility and sustainability on its stakeholders, including the shareholders, investors, employees, customers, suppliers, the community in which its operations located, and the environment.

7.7 to review the Company's annual sustainability report (including climate-related disclosure) in accordance with the Listing Rules as in effect from time to time (including Appendix C2 "Environmental, Social and Governance Reporting Code") and relevant guidance issued by The Stock Exchange of Hong Kong Limited from time to time, and to make recommendations to the Board for approval.

7.8 to review and evaluate the performance of the Committee and terms of reference as set out herein, so as to ensure that it is operating at maximum effectiveness, and recommend any changes it considers appropriate for the Board's approval.

7.9 to perform other functions as are related or incidental to the aforesaid items and as the Committee considers appropriate.

8. REPORTING RESPONSIBILITIES

8.1 The Committee shall report to the Board as and when appropriate.

Adopted: 27 August 2026