ENVISION GREENWISE HOLDINGS LIMITED
晉景新能控股有限公司

(Incorporated in Cayman Islands with limited liability)
(Stock Code: 1783)

Strategy Committee
Terms of Reference
Adopted on 28 August 2026

Preamble

1. Envision Greenwise Holdings Limited (formerly known as Golden Ponder Holdings Limited) (the "**Company**") was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**HKEx**") on 22nd August 2018.

   In compliance with the code provisions of the Corporate Governance Code issued by the HKEx, a Strategy Committee (the "**Strategy Committee**") needs to be established with the terms of reference as set out and adopted herein.

Constitution

2. The Strategy Committee was established by resolutions of the board of directors of the Company (the "**Board**", and each director of the Board, a "**Director**") on 28 August 2026.

Membership

3. The members of the Strategy Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members.

4. The quorum of a Strategy Committee meeting shall be any two members of the Strategy Committee one of whom must be independent non-executive Director.

5. The Strategy Committee shall have one chairman, who shall be responsible for presiding over the work of the Committee. The chairman shall be elected among the members and shall be appointed upon approval by the board of directors.

   The term of office of a member of the Strategy Committee shall be determined by the Board.

Frequency and procedure of meetings

6. Unless otherwise stated herein, the meetings of the Strategy Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company's articles of association.

7. Meetings shall be held not less than once a year. The chairman of the Strategy Committee shall convene a meeting upon request by any member of the Strategy Committee.

8. An agenda and any accompanying Committee papers should be sent in full to all members of the Strategy Committee in a timely manner and at least three days before the proposed date of a meeting of the Strategy Committee (or other agreed period).

9. The Company is obliged to supply the Strategy Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the senior management.

10. The secretary of the Strategy Committee shall be the company secretary of the Company or his/her appointed delegate.

Annual General Meeting

11. The chairman of the Strategy Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Strategy Committee's activities.

12. If the chairman of the Strategy Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Strategy Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder's questions on the Strategy Committee's activities.

Authority

13. The Strategy Committee is authorised by the Board to investigate any activity mentioned in these terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Strategy Committee.

14. The Strategy Committee should be provided with sufficient resources to perform its duties. The Strategy Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. The Strategy Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Strategy Committee.

Duties

15. The duties of the Strategy Committee shall include:

    a) To research and make recommendations on the Company's long-term development planning, business goals and development policies;

    b) To research and make recommendations on business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy, and talent strategy;

    c) To research and make recommendations on major investment and financing proposals subject to the approval of the board of directors as required by the Articles of Association;

    d) To research and make recommendations on major capital operations and asset management projects subject to the approval of the board of directors as required by the Articles of Association;

    e) To be responsible for formulating the Company's strategy and identifying material topics, and supervising the implementation of related measures;

    f) To research and make recommendations on other major matters affecting the development of the Company;

    g) To examine the implementation of items (a) to (f);

    h) Other duties and authorities granted by laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the board of directors.

Reporting procedures

16. Full minutes of the Strategy Committee's meetings and all written resolutions of the Strategy Committee should be kept by the secretary of the Strategy Committee and such minutes or written resolutions shall be available for inspection at any reasonable time on reasonable notice by any Director.

17. Minutes of meetings of the Strategy Committee and all written resolutions of the Strategy Committee shall record in sufficient detail the matters considered by the Strategy Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes, or as the case may be, written resolutions of the Strategy Committee, should be sent to all members of the Strategy Committee for their comment and records respectively, within a reasonable time after such meetings.

18. Without prejudice to the generality of the duties of the Strategy Committee set out above, the Strategy Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

Written Resolution

19. Written resolutions may be passed by all Strategy Committee members in writing.

Provision of terms of reference

20. The Strategy Committee shall make available these terms of references on request and by inclusion onto HKEx's website and the Company's website, thereby explaining the role of the Strategy Committee and the authority delegated to it by the Board.

Approval of Disclosure Statements

21. The Strategy Committee shall be responsible for approving all disclosure statements in relation to the Strategy Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on HKEx's website and the Company's website.

Review of terms of reference

22. The Strategy Committee shall review these terms of references annually, and may consider and submit to the Board any proposed changes that the Strategy Committee deems appropriate or advisable.

Interpretation

23. Interpretation of these terms of reference shall belong to the Board.

(The English version shall prevail in case of any discrepancy or inconsistency between the English version and its Chinese translation.)