



China New Higher Education Group Limited

中國新高教集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2001)

Terms of Reference of the Sustainability Committee

1. Constitution

The Sustainability Committee (“Committee”) is established pursuant to a resolution passed by the Board of Directors (“Board”) of the Company on 8 September 2026.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of not less than three members.
- 2.2 The chairman of the Committee (the “Chairman”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.
- 2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.
- 2.4 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as amended from time to time.

3. Proceedings of the Committee

3.1 Notice of Meeting

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least five days’ notice.
- (b) A Committee member may at any time summon a Committee meeting.

- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.
- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.
- (e) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. Such agenda and other documents should be sent at least three days before the intended date of a meeting (or other period agreed by the Committee).

3.2 The quorum of the Committee meeting shall be two members of the Committee.

3.3 The Secretary of the Company shall act as the secretary of the Committee.

3.4 Other Board members shall also have the right of attendance.

4. Written resolutions

Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

5. Authorities of the Committee

5.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 6 below.

5.2 The Committee shall be provided with sufficient resources to perform all of its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

6. Duties

The duties of the Committee shall be:

- 6.1 to guide and formulate vision, objectives, strategies, and framework with regard to the Group's environmental, social, and governance ("ESG"), so as to ensure alignment with the Group's needs and compliance with applicable laws, regulations, regulatory requirements, and international standards;

- 6.2 to oversee the development and implementation of the vision, strategies, and framework of the Group's environmental, social, and governance, including setting management performance objectives of the Group's environmental, social, and governance, reviewing progress against these objectives, and providing recommendations on actions to improve performance;
- 6.3 to guide and review the identification and prioritization of key environmental, social, and governance issues within the Group;
- 6.4 to review key trends of environmental, social, and governance, along with related risks and opportunities, particularly those concerning climate change, and assess the adequacy and effectiveness of the framework of the Group's environmental, social, and governance accordingly;
- 6.5 to monitor the channels and methods for communication with the Group's stakeholders and ensure that relevant policies have been established to effectively foster relationships between the Group and its stakeholders and safeguard the Group's reputation;
- 6.6 to review the Company's environmental, social, and governance reports and other ESG-related disclosures, and provide recommendations to the Board to ensure the completeness of such reports and disclosures;
- 6.7 to perform such further functions related or incidental to the foregoing which the Committee deems appropriate.

7. Reporting procedures

- 7.1 Full minutes of Committee meetings (which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed) shall be kept by a duly-appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The duly-appointed secretary of the meeting shall circulate the draft and final versions of the minutes of the meeting to all members of the Committee for their comments and records respectively within a reasonable time after the meeting is held, and circulate the final version of minutes of meeting to all directors of the Company within a reasonable time after the meeting is held. The procedures set out in this clause 7.1 shall also apply to the written resolutions of the Committee as referred to in clause 4 above.
- 7.2 The Committee should report back to the Board on its decisions or recommendations unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. Continuing application of the articles of association of the Company

The articles of association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

9. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments, supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

10. Language

If there is any inconsistency between the English and Chinese versions of these terms of reference, the Chinese version shall prevail.

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