BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED
耀才證券金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(the "Company", Stock Code: 1428)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Constitution

The environmental, social and governance (the "**ESG**") Committee (the "**Committee**") was established pursuant to a resolution passed by the board (the "**Board**") of directors (the "**Director(s)**") of the Company(together with its subsidiaries, the "**Group**") at its meeting held on 24 March 2022 to assist the Board in ensuring compliance with the Rules Governing the Listing of Securities (as amended from time to time) (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and other relevant requirements.

2. Members

2.1 The Committee should comprise a minimum of three members (the "**Member(s)**") and should include at least one independent non-executive Director. Members and the chairperson of the Committee shall be appointed by the Board.

2.2 The Committee must be chaired by the chairperson of the Committee or, in his/her absence, by a Member elected by all Members present to act as such at a Committee meeting.

2.3 The term of appointment of the Members should be determined by the Board at the time of appointment.

3. Secretary

3.1 The secretary of the Committee should be the company secretary.

3.2 The Committee may appoint any other person with suitable qualifications and experience as the secretary of the Committee from time to time.

4. ESG Working Group

4.1 The Committee may establish a ESG working group (the "**Working Group**") as an executive agent of the Committee and the Committee shall delegate specific tasks to the Working Group, including but not limited to preparing annual ESG reports, monitoring ESG performance, identifying ESG risks and implementing the ESG activities of the Group in a comprehensive manner. The Working Group should comprise members from relevant departments and should be coordinated by a designated person.

5. Meetings

5.1 The Committee shall meet at least once a year. The chairperson of the Committee shall convene a meeting upon request by any Member of the Committee.

5.2 Notice of at least 3 days should be given for any meeting, unless such notification is waived by all Members. Notwithstanding the notification period, the attendance of a Member at the meeting would be deemed to be treated as the waiver of the required notification requirement. If a follow-up meeting takes place within 14 days after the meeting, then no further notification is required for such follow-up meeting.

5.3 The quorum required for a meeting of the Committee should be any two Members.

5.4 A meeting can be attended in person or via electronic means including but not limited to telephone or video conferencing. Members may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means of communications by means of which all persons participating in the meeting are capable of communicating with each other.

5.5 If a resolution of the Committee is made at the meeting, it should be passed by more than half of the Members present at the meeting.

5.6 Resolutions signed in writing by all Members are also valid as if they had been passed at a meeting of the Committee duly convened and held.

5.7 The full minutes of the Committee meetings should be kept by the duly appointed secretary of the Committee. The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Members or dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Members for their comments and records within a reasonable

time after the meeting.

5.8 The meeting procedures of the Committee are governed by the relevant regulations (as amended from time to time) in the articles of association of the Company.

6. Meeting Attendance

6.1 At the invitation of the Committee, the Directors, senior executives and other employees responsible for ESG work, external professional advisers and other relevant persons may be invited to attend all or part of a Committee meeting.

6.2 Only Members are entitled to vote at the Committee meetings.

7. Annual General Meetings

7.1 The chairperson of the Committee or, in his/her absence, one of the other Members, or failing this, his/her duly appointed delegate, should attend the annual general meetings of the Company and respond to questions raised by shareholders on the activities of the Committee and their responsibilities.

8. Purpose and General Responsibilities

8.1 The purpose of the Committee is to develop the Company to be a sustainable enterprise, continuously improve the Group's ESG management and performance and gain recognition from capital market for the Company's ESG works.

8.2 The Committee shall also perform other responsibilities required by the Listing Rules from time to time.

8.3 Save as otherwise provided by the relevant laws, regulations and/or regulatory authorities, Members and attendees attending the meetings of the Committee shall have an obligation to keep all matters discussed thereof confidential and shall not disclose the relevant information without permission.

9. Duties and Powers

9.1 to direct and review the development of the Group's ESG management policies and strategies to ensure that they are up-to-date, relevant and meets applicable legal and regulatory requirements;

9.2 to monitor the development and implementation of the Group's ESG objectives, including setting the Group's performance targets for ESG management, review the progress of achieving those targets, and advise on the actions required to achieve those targets;

9.3 to review the main external ESG trends and report to the Board the major trends affecting the Group's ESG policies and strategies and its objectives setting;

9.4 to direct and review the identification and prioritization of the materiality of ESG issues of the Group;

9.5 to review the Company's ESG reports and other ESG-related disclosures, and make recommendations to the Board for approval;

9.6 to identify ESG risks and opportunities (including climate-related risks and opportunities) related to the Group, assess the impact arising from such risks or opportunities on the Group, and make recommendations to the Board on responses to those risks or opportunities;

9.7 to ensure that the Company prepares and discloses the ESG reports in accordance with the requirements of the Listing Rules from time to time, and review the ESG report and report to the Board. At the same time, specific actions or decisions are recommended to the Board to maintain the integrity of the ESG report;

9.8 to monitor staff training on ESG issues;

9.9 to check the budget and expenditure of ESG work of the Group; and

9.10 to undertake other responsibilities as delegated by the Board from time to time.

10. Reporting

10.1 At the next meeting of the Board following a meeting of the Committee, the chairperson of the Committee shall report the findings and recommendations of such Committee meeting to the Board.

11. Authority

11.1 The Committee is authorised by the Board to request from employees to provide any necessary information within the scope of its duties.

11.2 The Committee should have access to independent professional advice at the Company's

expense if necessary, to perform the responsibilities of the Committee.

11.3 The Committee should be provided with sufficient resources to perform its duties by the Company.

(Amended as of 17 November 2026)