



CALB Group Co., Ltd.

中創新航科技集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3931)

STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE — TERMS OF REFERENCE

The board of directors (the “**Board**”) of CALB Group Co., Ltd. (the “**Company**”) has established a committee of the Board known as the Strategy and Sustainable Development Committee (the “**Committee**”) with its constitution and particular duties set out below:

1. MEMBERSHIP

- 1.1. The members of the Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of at least three members, at least one of whom shall be an independent non-executive director.
- 1.2. The chairman of the Committee shall be appointed by the Board. The chairman of the Committee must be the chairperson of the Board or an independent non-executive director.
- 1.3. The term of office for a member of the Committee shall be concurrent with the term of his/her directorship. A member may be re-elected for appointment upon the conclusion of his/her term of office. A Committee member shall be automatically disqualified as such if during his/her term of office he/she ceases to be a director of the Company, and the Board shall make up the number of Committee members in accordance with provisions set out in Articles 1.1 and 1.2.
- 1.4. The secretary of the Board of Directors shall take charge of the daily contacts, meeting organization and meeting minutes of the Committee.

2. MEETINGS

- 2.1. The meetings of the Committee shall be held as needed. Meetings shall be presided over by the chairman of the Committee, who may appoint another member to act on his/her behalf when he/she is unable to attend the meeting.
- 2.2. Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Committee, and to any other person required to attend in relation to all meetings of the Committee, at least 5 days before the date of the meeting; and in relation to continued meetings held within 5 days, no prior notice is required. Notwithstanding the notification period, the attendance of a member of the Committee at the meeting would be deemed to have waived the required notification requirement.

- 2.3. The members of the Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 2.4. Each member of the Committee is entitled to one vote. Resolutions of the Committee shall be passed with a simple majority of votes.
- 2.5. The minutes of the Committee meeting shall be signed by each attending member; and the meeting minutes shall be kept by the secretary of the Board of Directors of the Company.
- 2.6. The Committee shall be accountable to the Board and any proposal from the Committee should be submitted to the Board for consideration and approval.
- 2.7. All the members of the Committee shall keep the matters discussed at the meetings confidential and not disclose the same without consent.

3. ATTENDANCE OF MEETINGS

- 3.1. Upon invitation by the Committee, other Board members, senior management of the Company, external consultant and other invited persons may attend meetings of the Committee.
- 3.2. Only the Committee members shall have the voting powers.

4. DUTIES

The duties of the Committee shall include, but shall not be limited to the following:

- 4.1. to study and make recommendations to the Company's development strategies and medium- to long-term development plan;
- 4.2. to study and make recommendations on significant events affecting the Company's development strategies;
- 4.3. to review the Company's environmental, social and governance ("ESG") management guidelines, policies and strategies, supervise the Company's ESG performance and achievement of targets, and ensure that the Company's ESG-related management complies with applicable laws, regulations, exchange regulatory requirements and international standards;
- 4.4. to review the communication methods and communication results with the Company's stakeholders, assess and manage the potential impacts and related risks of the Company's ESG-related issues on the Company's operations;
- 4.5. to review the Company's ESG reports and related information disclosure and report to the Board;
- 4.6. other matters authorized by the Board of the Company.

5. REPORTING RESPONSIBILITIES

- 5.1. After each meeting, the Committee shall report formally to the Board on all matters within its duties and responsibilities.
- 5.2. The Committee should make available these terms of reference by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

6. AUTHORITY

- 6.1 The Committee is authorized by the Board to seek any information it requires from senior management of the Company in order to perform its duties when necessary.
- 6.2 The Committee is authorized by the Board to engage intermediary(ies) to provide professional advice when necessary, at the Company's expense, to make its decisions.
- 6.3 The Company should provide the Committee sufficient resources to perform its duties.

7. SUPPLEMENTARY PROVISIONS

- 7.1 Upon approval by the Board, these terms of reference shall become effective.
- 7.2 These terms of reference shall be interpreted by the Board. If there is any inconsistency between the English version and the Chinese version of this terms of reference, the Chinese version shall prevail.