

KINGDOM HOLDINGS LIMITED

金達控股有限公司

(the “**Company**”)

*(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as “Kingdom (Cayman) Limited”)
(Stock Code: 528)*

ESG COMMITTEE – TERMS OF REFERENCE

(Adopted by the Board on 12 December 2025)

1. OBJECTIVE

- 1.1 The Environmental, Social and Governance Committee (“**ESG Committee**”) is to advise and assist the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) in managing matters relating to the Environmental, Social and Governance (including the climate-related matters) (“**ESG**”) of the Company and its subsidiaries (the “**Group**”), such as governance, policies, initiatives, performances and reporting.
- 1.2 In these terms of reference, “ESG” refers to the aspects as stipulated in the Appendix C2 Environmental, Social and Governance Reporting Code to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited issued by the Hong Kong Exchange and Clearing Limited, including climate-related topics and disclosures.

2. MEMBERS

- 2.1 The ESG Committee should be established by the Board. It should comprise one Executive Director and two or more Non-Executive Director(s) / Independent Non-Executive Directors.
- 2.2 The Board shall appoint the Chairman and members of the ESG Committee. In the absence of the Chairman and/or an appointed deputy at any meeting, the ESG Committee will elect one of the members present to act as the Chairman during such absence. The Chairman of the ESG Committee should attend the annual general meeting to support in answering shareholder questions on the ESG Committee's activities.

3. SECRETARY OF ESG COMMITTEE

- 3.1 The company secretary of the Company shall act as the secretary of the ESG Committee (the “**Secretary**”).
- 3.2 The ESG Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the Secretary.

4. MEETING

- 4.1 The members of ESG Committee can call for a meeting when it is necessary and should meet at least once a year. Upon request by the Chairman of the ESG Committee, additional meetings shall be held. All meetings of ESG Committee shall be summoned by the Secretary.
- 4.2 Notice of at least 14 days should be given for any meeting. Notwithstanding the notification period, the attendance of the member of the ESG Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.
- 4.3 The quorum necessary for the transaction of business of the ESG Committee shall be two (2) members of the ESG Committee.
- 4.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the ESG Committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 4.5 Information and materials relevant to the agenda of each ESG Committee meeting shall be circulated to all members of the ESG Committee in a timely manner in preparation for such meetings.
- 4.6 Decisions shall be determined by a simple majority and, in the event of a tie, the Chairman of the ESG Committee shall have the casting vote.
- 4.7 Full minutes of ESG Committee meeting should be kept by a duly appointed Secretary and be available for review by the Directors. Draft and final versions of minutes of the meeting should be sent to all ESG Committee members for their comments and records, within a reasonable time after the meeting.

5. AUTHORITY

- 5.1 To investigate any ESG-related activity within its terms of reference: it is authorised to access any information it requires from any employee of the Group, and all employees are directed to co-operate with any request made by the ESG Committee.
- 5.2 ESG Committee may obtain external independent professional advice, at the Group's expense, and to secure the attendance of external parties with relevant experience and expertise if necessary.
- 5.3 ESG Committee may obtain sufficient training and resources to equip with appropriate skills and competencies to discharge its duties if necessary.

- 5.4 ESG Committee may delegate certain of its duties to the ESG Task Force (the "**ESG Task Force**"), which comprises the respective department heads or representatives of function of Environment, Health and Safety, Corporate Social Responsibilities, Sales & Marketing, Production, Human Resources, Finance, Administration, Company Secretarial and any other functions as the ESG Committee considers appropriate, with such powers as appropriate to discharge relevant duties.

6. DUTIES

ESG vision and strategy

- 6.1 To research, monitor and review current and rising ESG trends and issues in understanding emerging ESG matters that affect the Group's operations.
- 6.2 To determine and review the Group's ESG vision, objectives and strategy, and make recommendations to the Board for the approval of the relevant initiatives.
- 6.3 To identify and assess ESG factors and issues, which could have an impact on business decision making, and make recommendation to the Board or related parties accordingly.

ESG governance

- 6.4 To identify, determine and evaluate ESG risks and opportunities of the Group, which shall be reported to the Board.
- 6.5 To keep abreast of climate-related disclosure development; continuously assess, identify and disclose climate-related risks and opportunities.
- 6.6 To ensure effective risk management and internal control systems are in place for continuous monitoring and managing ESG risks.
- 6.7 To identify, assess and determine ESG issues that are material to the operations of the Group and/or stakeholders' interests, including the current financial effect and anticipated financial effect of climate-related risks and opportunities.
- 6.8 To advise the Board on the allocation of resources on ESG initiatives.
- 6.9 To develop and establish ESG policies and procedures in guiding the implementation of relevant ESG initiatives.
- 6.10 To review the Group's ESG policies and procedures to ensure that they remain valid and fit for purposes.
- 6.11 To monitor and review the Group's operations to ensure that they comply with relevant ESG policies and procedures, as well as applicable laws and regulations and international standards.
- 6.12 To oversee the implementation of the Group's ESG strategy and initiatives.
- 6.13 To set targets to measure the attainment of the initiatives and develop continuous improvement programmes for ESG performance.

- 6.14 To measure and evaluate the performance of the Group against ESG targets set, which shall be reported to the Board, and advise on actions needed to improve performance.
- 6.15 To ensure sufficient and adequate training on ESG issues is provided to relevant management and employees to equip them with appropriate skills and competencies to discharge their duties.
- 6.16 To oversee stakeholder engagement and materiality assessment processes to ensure effective communication and relationships are maintained with stakeholders, while safeguarding the Group's reputation.

ESG reporting

- 6.17 To determine the reporting standard to be adopted for the ESG report.
- 6.18 To determine the reporting boundary of the ESG report.
- 6.19 To oversee the ESG report preparation by the ESG Task Force.
- 6.20 To review the annual ESG report which shall be prepared by the ESG Task Force, and make recommendations to the Board for approval.

Community initiatives

- 6.21 To review the budget and work plan of community initiatives, and make recommendations to the Board for approval.
- 6.22 To review operations, results and performance of community initiatives, including the volunteering teams and other charity activities, as well as internal and external feedback on these initiatives, and provide updates to the Board as appropriate.

Other responsibilities

- 6.23 To review and evaluate the performance of the ESG Committee and these terms of reference to ensure its operating effectiveness, and recommend any changes it considers appropriate for the Board's approval. The Board shall evaluate the performance of the ESG Committee.
- 6.24 To identify and monitor actions that are necessary to enable the ESG Committee to discharge its responsibilities.
- 6.25 In discharging its responsibilities, the ESG Committee shall conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

These terms of reference are written in English with a separate Chinese translated version. In the event of any inconsistency between the English and Chinese language versions of these terms of reference, the English version shall prevail.