

Chong Hing Bank Limited
(the “Bank”)

Terms of Reference of the
Strategic and Sustainable Development Committee

1. Constitution

The Strategic and Sustainable Development Committee (the “Committee”) was established by resolutions of the Board of Directors of the Bank (the “Board”) on 11 October 2023.

2. Role

The Committee is responsible for formulating the overall development strategic plan (including financial technology and green and sustainable development strategic plan) of the Bank and its subsidiaries (the “Bank Group”), overseeing and evaluating the implementation of annual business plan and development strategies, assisting the Board to carry out relevant duties within its terms of reference, providing advice to the Board and providing guidance on strategy direction to the Management.

3. Membership

Chairman and members of the Committee shall be appointed by the Board from time to time, and the Committee shall consist of not less than four members.

4. Secretary

The Company Secretary of the Bank or his / her deputy shall be the secretary to the Committee.

5. Attendance at Meetings

The Committee may invite other persons (including directors, senior management and external advisers) to attend all or part of the Committee meetings from time to time upon such conditions as the Committee members consider desirable. However, only the Committee members shall be entitled to vote at the Committee meetings.

6. Frequency of Meetings and Quorum

- 6.1 The Committee shall meet at least two times a year and at such other times as the Chairman of the Committee may determine.
- 6.2 Committee meetings shall be convened by (or at the request of) the Chairman of the Committee. Committee meetings may also be called at the request of the Chairman of the Board.
- 6.3 The quorum for meetings of the Committee shall be three members, one of whom should be the Chairman of the Committee, unless he or she is unable to

attend due to exceptional circumstances.

7. Proceedings of Meetings

- 7.1 Meetings and proceedings of the Committee shall be governed by the provisions for regulating the meetings and proceedings of the Board as stipulated in the Bank's Articles of Association for the time being in force so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board.
- 7.2 Questions arising at any meetings of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 7.3 A written resolution signed or approved by a majority of the Committee members shall be as valid and effectual as a resolution passed at a meeting of the Committee duly convened and held.

8. Authority

- 8.1 The Committee is authorised by the Board to oversee any activity of the Bank Group within its terms of reference including sub-delegation of its powers, authorities and discretions conferred on it to any specialized committee(s) or individual(s) for such time and on such terms as it thinks fit. It is authorised to seek any information it requires from any employee and all such employees are directed to co-operate with any reasonable request by the Committee.
- 8.2 Subject to prior discussion as to likely costs, the Committee shall be provided with sufficient resources to perform its duties. It is also authorised by the Board to seek professional advice from external consultants at the Bank's expense to perform its responsibilities as it shall deem appropriate.

9. Duties and Responsibilities

The Committee shall have the following duties, responsibilities and discretion:

- 9.1 to review and formulate the Bank Group's overall development strategic plan (including financial technology and green and sustainable development strategic plan), medium- to long-term development strategic direction and goals and other significant matters that are critical to the development of the Bank Group, and make recommendation to the Board as well as seek the Board's approval;
- 9.2 to review the Bank Group's annual business plan and seek the Board's approval;
- 9.3 to regularly review, oversee and evaluate the implementation and effectiveness of the Bank Group's overall development strategic plan and medium- to long-term development strategy, and report to the Board as well as provide guidance on strategy direction to the Management;

- 9.4 to receive the Management's regular report on the implementation of the Bank Group's overall development strategy and business plan;
- 9.5 any other task delegated by the Board; and
- 9.6 to review at least annually these Terms of Reference and recommend any necessary changes to the Board for approval.

10. Reporting Procedures

- 10.1 The Committee shall report to the Board on a regular basis; and
- 10.2 Minutes of the Committee meetings shall be circulated to all members of the Board at its regular meetings. Minutes of the Committee meetings should be kept by the Company Secretary. Within a reasonable time after the Committee meetings, draft and final versions of the minutes of such meetings should be sent to all Committee members for their comment and records respectively.

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