SY HOLDINGS GROUP LIMITED
盛業控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6069)

SUSTAINABILITY COMMITTEE – TERMS OF REFERENCE

1.2 The chairman of the Committee shall be appointed by the Board and shall be an Executive Director of the Company.

1.3 The term of office of a member of the Committee shall be determined by the Board. The appointment of the members of the Committee may be revoked by the Board. An appointment

matter to be decided by the Committee; or

(ii) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

2. MEETINGS

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to meetings and proceedings of the Committee.

2.1 Attendance at Meetings

(i) Only Committee members have a right to attend Committee meetings. The other Directors and any person whom the Chairman of the Committee considers appropriate

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2.8 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions. A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one(1) or more of the Committee members. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

3. AUTHORITY

3.1 The Committee is authorised by the Board to perform any activity within its duties, powers and functions. It is authorised to seek any information it requires within its duties, powers and functions from any employee and all employees shall cooperate with the Committee.

3.2 The Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Committee shall be provided with sufficient resources to perform its duties.

3.3 The Committee may delegate certain of its responsibilities to working groups with such authorization as are necessary to discharge the responsibilities of the Committee.