

Everbright Securities Company Limited

Rules of Procedure of the Strategy and Sustainable Development Committee

CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purpose of ensuring the continuous, regulated and healthy development of the Company, further perfecting the corporate governance structure, implementing the development strategies of the Company, determining the development plan of the Company, improving the investment decision-making procedures, enhancing the scientific logistics in the Board of Directors' decisions and improving the efficiency and decision-making level regarding major investment, the Company establishes the Strategy and Sustainable Development Committee under the Board of Directors and formulates these Rules in accordance with the *Company Law of the People's Republic of China*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, the *Articles of Association of Everbright Securities Company Limited* (hereinafter referred to as the "**Articles of Association**") and other applicable laws and regulations.

Article 2 The Strategy and Sustainable Development Committee is a dedicated working organization established by the Board of Directors, which shall be responsible for researching the long-term development strategies and major investment decisions of the Company, and providing recommendations and proposals to the Board of Directors.

CHAPTER 2 COMPOSITION

Article 3 The Strategy and Sustainable Development Committee shall be composed of at least three directors, among whom there shall be at least one independent director.

Article 4 The members of the Strategy and Sustainable Development Committee shall be appointed by the Board of Directors.

Article 5 The Strategy and Sustainable Development Committee shall have one member as the convener to take charge of the work of the Strategy and Development Committee. The convener shall be elected from the committee members and submitted to the Board of Directors for approval.

Article 6 The term of office of each member of the Strategy and Sustainable Development Committee shall be the same as that of the directors. Each member may serve a consecutive term upon re-election after the expiry of his/her term of office. If any member ceased to be a director of the Company during his/her term of office, he/she will automatically lose his/her qualification as a committee member and the Board of Directors shall fill the vacancy in accordance with the provisions of Articles 3 to 5 above.

Article 7 The Board Office shall coordinate with various departments of the Company to handle the daily contacts, meeting organization, preparation of meeting documents, and meeting minutes for the Strategy and Sustainable Development Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The Strategy and Sustainable Development Committee shall mainly perform the following duties:

- (I) Researching and providing recommendations on the long-term development strategies and plans of the Company;
- (II) Researching and providing recommendations on the major financing plans to be approved by the Board of Directors as stipulated by the Articles of Association;
- (III) Researching and providing recommendations on the major capital operation and asset operation projects to be approved by the Board of Directors as stipulated by the Articles of Association;
- (IV) Determining the Environmental, Social and Governance (ESG) targets, promoting the development of the ESG system and reviewing the ESG reports;
- (V) Researching and providing recommendations on the other major issues influencing the development of the Company;
- (VI) Inspecting the implementation of the above matters;
- (VII) Other matters as stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission, the listing rules of the place where the Company's shares are listed and the Articles of Association, and as authorized by the Board of Directors.

Article 9 The Strategy and Sustainable Development Committee shall be accountable to the Board of Directors, and its proposals shall be submitted to the Board of Directors for examination and decision.

CHAPTER 4 RULES OF PROCEDURE

Article 10 The meetings of the Strategy and Sustainable Development Committee shall be convened by the convener and all the members shall be notified seven days in advance; and the meetings shall be presided over by the convener or, if the convener is not able to be present, another member authorized by the convener.

Article 11 No meeting of the Strategy and Sustainable Development Committee may be held unless and until more than two-thirds of members attend the meeting; each member has one vote; and the resolutions reached by the meeting shall be passed by more than a half of the members. Show of hands or by poll may be adopted for the meetings of the Strategy and Sustainable Development Committee; and the interim meeting may be held by telecommunication means.

Article 12 If it deems necessary, the Strategy and Sustainable Development Committee may invite the directors, supervisors and other officers of the Company to attend the meetings as non-voting members.

Article 13 If necessary, the Strategy and Sustainable Development Committee may employ intermediaries to provide professional opinions for its decisions at the cost of the Company.

Article 14 The convening procedures, voting methods and resolutions passed at the meetings of the Strategy and Sustainable Development Committee shall comply with the requirements of applicable laws and regulations, the Articles of Association and these Rules.

Article 15 The meeting minutes of the Strategy and Sustainable Development Committee shall be signed by the member present at the meetings; and the meeting minutes shall be kept by the Secretary of the Board of Directors.

Article 16 The resolutions passed and voting results adopted at the Strategy and Sustainable Development Committee shall be reported to the Board of Directors in writing.

Article 17 All the members of the Strategy and Sustainable Development Committee shall keep the matters discussed at the meetings confidential and shall not disclose confidential information without authorization.

CHAPTER 5 ARCHIVAL PRESERVATION

Article 18 The meeting archives shall include meeting notices and materials, power of attorney for members attending meetings on behalf of others, meeting minutes signed by the attending members and resolutions, etc.

Article 19 The meeting archives shall be kept by the Secretary of the Board of Directors. The retention period for the archives shall be 15 years.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 20 These Rules shall be implemented from the date when the same is passed by the Board of Directors through resolution.

Article 21 Matters not mentioned herein shall be implemented in accordance with the provisions of the relevant laws and regulations of China, the rules of the securities regulatory authority at the place where the stocks of the Company are listed and the Articles of Association; and in case of any conflict between these Rules and the future laws and regulations of China, or the future rules of the securities regulatory authority at the place where the stocks of the Company are listed or the Articles of Association amended by legal procedures, the relevant laws and regulations of China, the rules of the securities regulatory authority at the place where the stocks of the Company are listed and the Articles of Association shall prevail.

Article 22 These Rules are to be interpreted by the Board of Directors. In case of any discrepancies between the Chinese version of these Rules and their English translation, the Chinese version shall prevail.