Best Mart 360 Holdings Limited
優品360控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2360)

TERMS OF REFERENCE
ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

1. Members

1.1 The environmental, social and ESG committee (the "**ESG committee**") should be established by the board (the "**Board**") of directors (the "**Directors**") of the Company.

1.2 Members of the ESG committee ("**Members**") shall be appointed by the Board from time to time. The majority of the Members shall be independent non-executive Directors.

1.3 The ESG committee must be chaired by an independent non-executive Director within the ESG committee and appointed by the Board.

1.4 The terms of appointment to the Members are determined by the Board at the appointment date.

2. Secretary

2.1 The company secretary of the Company or his/her delegate shall act as the secretary to the ESG committee (the "**Committee Secretary**").

2.2 The ESG committee may from time to time appoint any other person(s) with appropriate qualification and experience to act as the Committee Secretary.

3. Meeting

3.1 The ESG committee should meet at least twice a year, or in such other frequencies as the Board may require.

3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all Members. Notwithstanding the notification period, the attendance of the Member at the meeting would be deemed as the waiver by such Member of the required notification requirement. If a follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

3.3 The quorum necessary for the transaction of business of the ESG committee shall be two Members, one of whom must be an independent non-executive Director.

3.4 Meeting can be attended in person or via electronic means. Members can attend the meeting via telephone, videoconferencing or any similar communication device (all persons attending such meeting should be able to hear from such Member via such communication device).

3.5 Resolutions of the ESG committee shall be passed by more than half of the Members.

3.6 A resolution passed and signed by all Members is valid, and the validity is the same as any resolution passed in the meeting held.

3.7 Minutes of the ESG committee meetings should be kept by the Committee Secretary and be available for review by the Board.

3.8 Any Member can call for a meeting if he/she considers necessary.

4. Meeting attendance

4.1 Upon invitation from the ESG committee, any Director, any member of the senior management, the company secretary, any advisor, any staff member and any other persons can be invited to attend and speak at all or part of any meeting.

4.2 Only the Members can vote in a meeting of the ESG committee.

5. General Meetings

5.1 Where required by the Board, the chair of the ESG committee or (if absent) another Member of ESG committee should attend any general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the ESG committee.

6. Duties and Powers

The ESG committee shall have the following duties and powers:

6.1 to develop, review and amend the Company's policies and practices on corporate governance and make recommendations to the Board and monitor their implementations;

6.2 to provide guidance on and formulate the vision, goals, strategies and structure of the Company in relation to environmental, social and governance to ensure that they are in line with the needs of the Company and comply with applicable laws, regulations, regulatory requirements, and international standards;

6.3 to monitor the development and implementation of the Company's environmental, social and governance vision, strategies and structure;

6.4 to review and monitor the training and continuous professional development of the Directors and senior management of the Company;

6.5 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, and to make commitments in accordance with laws, regulations and relevant policies, including conducting due diligence, applying the precautionary principle, and respecting employees' rights and interests;

6.6 to review and evaluate the risks associated with the Company's operating activities and the effectiveness of the corresponding measures, to discuss the risk management system with the management and to ensure that the management has fulfilled its responsibilities in establishing an effective risk management system;

6.7 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Company and the Directors;

6.8 to consider, approve and authorize the publication of the environmental, social and governance report of the company, the prioritization of material issues and the disclosure of relevant information, and to make relevant recommendations to the Board;

6.9 to review the Company's compliance with the Corporate Governance Code as set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) and its disclosure in the corporate governance report;

6.10 to establish a shareholders' communication policy and review it on a regular basis to ensure its effectiveness;

6.11 to address and deal with, and to investigate into, such matters as may be delegated or authorised by the Board; and

6.12 to report to the Board on matters within its scope of authority as and when necessary.

7. Reporting

7.1 The ESG committee shall report to the Board from time to time.

8. Authority

8.1 The ESG committee is authorised by the Board to (i) inspect all accounts, reports and records of the Company and (ii) request from the management and employees of the Company, its subsidiaries and associates to provide any information within the scope of its duties and powers.

8.2 The ESG committee should be provided with sufficient resources to perform its duties, including but not limited to access to independent professional advice at the expense of the Company, if necessary.

Remark: "senior management" refers to the same persons referred to in the Company's prospectus or the interim/annual report of the Company (whichever is the latest) as senior management of the Company. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries and heads of divisions, departments or other operating units within the Group as, in the opinion of the Company's directors, is appropriate.

Adopted on 17 December 2025