



BAGUIO GREEN GROUP LIMITED

碧瑤綠色集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1397)

(“Company”)

TERMS OF REFERENCE OF CLIMATE COMMITTEE

Adoption Date: 30 May 2025

1. Purpose

- 1.1 The Climate Committee (the “**Committee**”) is established by the board of directors (the “**Board**”) of the Baguio Green Group Limited (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”). Its primary purpose is to oversee and guide the Company’s strategies, policies and measures in climate risk management processes, and ensure alignment with environmental, social and governance objectives. The Committee also supervises other sustainability matters to maintain consistency with the overall strategies of the Group.

2. Membership

- 2.1. The Committee shall consist of all the independent non-executive Directors, the CEO and the COO.
- 2.2. The chairperson of the Committee shall be the CEO.

- 2.3. The Committee may invite other senior management, experts, or consultants to attend meetings and provide insights or advice as needed.
- 2.4. The company secretary of the Company or a nominee shall be the Secretary of the Committee.

3. Responsibilities

The Committee shall assist the Board and undertake the following responsibilities:

- 3.1. To oversee the Company's strategy, decisions on major transactions, and its risk management processes and related policies;
- 3.2. The setting of, and monitors progress towards, targets related to climate-related risks and opportunities, including whether and how related performance metrics are included in remuneration policies;
- 3.3. Oversight of climate-related risks and opportunities, review and recommend the Company's climate-related policies, strategies and goals.

4. Frequency and Proceedings of Meeting

- 4.1. The Committee shall meet at least twice per year. Additional meetings shall be held as the work of the Committee demands.
- 4.2. The Chairman of the Committee may convene additional meetings at his discretion.
- 4.3. The quorum of the Committee meeting shall be two members of the Committee.
- 4.4. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

5. Authority

- 5.1. The Committee may engage external consultants or experts to provide professional advice, with costs borne by the Company.

- 5.2. The Committee may report directly to the Board and make recommendations when necessary.

6. Reporting

- 6.1. The Secretary of the Committee shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all members of the Committee and to all Directors.
- 6.2. Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the Secretary.
- 6.3. The Secretary shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance by the members of the Committee, on a named basis, at meetings held during the financial year.