



Xtep International Holdings Limited
特步國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1368)

Sustainability Committee
Terms of Reference

Definitions

Company	means Xtep International Holdings Limited
Board	means the Board of Directors of the Company
ESG	means Environmental, Social and Governance
Committee	means the Sustainability Committee of the Company
Listing Rules	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

1. Constitution and duties

1.1 The Committee is established by the Board on 1 January 2021 with the objective to assist the Board in overseeing the development and implementation of the sustainability initiatives of the Company.

1.2 The Committee's responsibility shall include the following:

- (a) to propose and recommend to the Board on the Company's sustainability objectives, strategies, priorities, and goals;
- (b) to oversee, review and evaluate actions taken by the Company in furtherance of the sustainability priorities and goals;
- (c) to review and report to the Board on sustainability risks and opportunities;

- (d) to identify, monitor and review material sustainability issues that could impact the business operations and performance of the Company;
- (e) to oversee and review the Company's sustainability policies, practices, frameworks and management approach, and to recommend improvements;
- (f) to review and advise the Board on the Company's annual ESG Report and any relevant public disclosures as regards to its sustainability performance; and
- (g) to perform such further functions related or incidental to the foregoing which the Committee deems appropriate.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, including at least one independent non-executive directors.
- 2.2 The chairman of the Committee shall be appointed by the Board.
- 2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
- 2.4 The secretary of the Company shall act as the secretary of the Committee. The Committee may from time to time appoint any person with appropriate qualification and experience as the secretary of the Committee.
- 2.5 The Committee may invite executives of the Company to attend meetings, or parts of meetings.
- 2.6 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") as amended from time to time.

3. Frequency and proceedings of meetings

3.1 The Committee should meet at least twice per year. The Chairman may convene additional meetings at his or her discretion.

3.2 Notice of Meeting

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days' notice.
- (b) A Committee member may at any time summon a Committee meeting.
- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.
- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.
- (e) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

3.3 The quorum of the Committee meeting shall be two members of the Committee.

3.4 Other Board members shall also have the right of attendance.

4. Alternate Committee members

4.1 A Committee member may not appoint any alternate.

5. Authorities of the Committee

- 5.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1.2 above.
- 5.2 The Committee shall be provided with sufficient resources to perform all of its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

6. Minutes of meetings

- 6.1 Full minutes of Committee meeting shall be kept by the secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The secretary of the Company shall circulate the draft and final version of minutes of Committee meetings to all the Committee members for their comments and records within a reasonable time after the meeting.

7. Written resolutions

- 7.1 Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

8. Reporting procedures

- 8.1 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

9. Continuing application of the articles of association of the Company

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Powers of the Board

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

11. If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

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