

Goodbaby

International

Goodbaby International Holdings Limited

好孩子國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1086)

(hereinafter referred to as the “**Company**”, and together with its subsidiaries, the “**Group**”)

Environmental, Social and Governance Committee – Terms of Reference

The environmental, social and governance (“**ESG**”) committee of the Company (the “**ESG Committee**”) was established pursuant to a resolution of the board of directors of the Company (the “**Board**”) on 26 March 2025. Set out below are the terms of reference of the ESG Committee (the “**TOR**”).

The ESG Committee shall assist the Board to fulfill its oversight responsibilities with respect to ESG issues of the Group.

1. Membership

- 1.1 Members of the ESG Committee (the “**Members**”) shall be appointed by the Board.
- 1.2 The ESG Committee shall consist of at least three Members, all of whom shall be directors of the Company (the “**Director**”) and at least one of whom shall be an independent non-executive Director.
- 1.3 The Board shall appoint one of the Members as the chairperson of the ESG Committee. If it does not do so, the chairperson of the ESG Committee shall be elected by the Members at the relevant ESG Committee meeting attended by all Members and passed with a majority of votes.
- 1.4 The term of appointment of each Member shall be determined by the Board upon appointment. Members may be removed at any time by resolutions of the Board.
- 1.5 If any Member no longer holds any directorship in the Company, he/she shall automatically cease to be a Member.

2. Secretary

- 2.1 The company secretary of the Company shall act as the secretary of the ESG Committee (the “**Secretary**”). In the absence of the company secretary of the Company, the Members present at the meeting shall appoint another person as the Secretary.
- 2.2 The ESG Committee may from time to time appoint another person with appropriate qualification and experience as the Secretary.

3. Meetings

- 3.1 The ESG Committee shall meet at least once a year.
- 3.2 Notice of each meeting of the ESG Committee shall be dispatched at least fourteen (14) days before the date of the meeting, unless otherwise agreed unanimously by all Members, to waive such notification. Notwithstanding the notification period, the attendance of Members at the meeting shall be deemed as a waiver of the required notification period. In relation to any continued meetings held within fourteen (14) days, no notice is required.
- 3.3 The agenda and accompanying papers should be sent to all Members in a timely manner and at least 3 days prior to the date of the ESG Committee meeting (or other agreed period).
- 3.4 The quorum of a meeting of the ESG Committee shall be two Members.
- 3.5 Meetings may be held in person, by way of telephone or other electronic means of communication. The Members may attend meetings either in person, by telephone or through other electronic means of communication (provided that all parties participating in the meeting should be audible during the meeting).
- 3.6 A resolution of the ESG Committee meeting shall be passed with a majority of votes. Resolutions in writing signed by all Members will be treated valid as if it is passed in the meeting held by the ESG Committee.
- 3.7 Full minutes of the ESG Committee meetings shall be kept by the Secretary. Draft and final versions of meeting minutes shall be sent respectively to all Members. Draft version of meeting minutes is for Members' comments and the final version of which is for record purpose.
- 3.8 The chairperson of the ESG Committee may convene additional meetings at his/her discretion.

4. Attendance of Meetings

- 4.1 Upon invitation by the ESG Committee, the chairperson of the Board and/or the general manager or the chief executive officer, management team members, external consultants and other third-party experts may attend all or any of the meetings.
- 4.2 Only Members shall have the voting powers at the meetings.

5. Annual General Meetings

The chairperson of the ESG Committee or (in case of his/her absence) a Member shall attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the ESG Committee's activities and responsibilities.

6. Responsibility and Duties

The ESG Committee is responsible for the following duties:-

- 6.1 to review and approve the ESG objectives, strategies, policies, initiatives and processes of the Company used to evaluate, prioritize and manage ESG-related issues and any key performance indicators, and provide recommendations to the Board;
- 6.2 to monitor and oversee the implementation of the Company's ESG-related objectives, strategies, policies, initiatives and processes, and to ensure compliance with legal and regulatory requirements;
- 6.3 to monitor and oversee the Company's ESG reporting;
- 6.4 to review and assess the adequacy and effectiveness of the relevant framework for ESG matters at the Group level;
- 6.5 to monitor internal and external opinions on the ESG practices of the Group and provide suggestions for improvement of these practices;
- 6.6 to review, and supervise the actions taken by the Group to promote ESG objectives and strategies, and to evaluate the Group's performance on ESG-related matters;
- 6.7 to identify the Group's ESG risks and relevant matters that significantly affect the operation of the Group and/or the interest of other important stakeholders in ESG aspects, and make recommendations to the Board;
- 6.8 to review the ESG-related information disclosed by the Company, including but not limited to annual ESG reports, ESG-related policies disclosed to the public, etc., and make recommendations to the Board; and
- 6.9 to make recommendations to the Board as it deems appropriate on any area within its TOR where action or improvement is needed.

7. Reporting Responsibilities

After each meeting, the ESG Committee shall report formally to the Board.

8. Authority

8.1 The ESG Committee shall be provided with all information and resources to perform its duties. The ESG Committee is authorised by the Board to consult the chairperson of the Board and/or the chief executive officer of the Company on ESG matters of the Group.

8.2 The ESG Committee is authorised by the Board to seek any information it requires from any employee of the Group on ESG matters to perform its duties.

8.3 The ESG Committee is authorized by the Board when necessary to seek independent professional advice to discharge its duties at the Company's expense. The arrangement for obtaining such independent professional advice may be made through the company secretary of the Company.

8.4 The ESG Committee may establish working group comprising members from relevant departments of the Company that the ESG Committee considers appropriate, and the ESG Committee shall supervise and guide such working group to fully implement the Company's ESG strategies and related actions.

9. Revision of the TOR

These TOR shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements. Any amendment to these TOR shall be made by way of resolution of the Board and shall be in full compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any other regulatory requirements.

10. Publication of the TOR

The TOR are posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Should there be any discrepancy between English and Chinese versions of the TOR, the English version shall prevail.

Adopted by the Board on 26 March 2025.