



Ever Sunshine Lifestyle Services Group Limited

永升生活服务集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1995)

(hereafter the “**Company**”)

Strategy Committee — Terms of Reference

1 MEMBERS

- 1.1 The strategy committee of the Company (the “**Strategy Committee**”) should be established by the board of directors of the Company (the “**Board**”).
- 1.2 The chairman/chairlady of the Strategy Committee should be appointed by the Board.
- 1.3 The terms of appointment to Strategy Committee members should be determined by the Board at the appointment date.

2. SECRETARY

- 2.1 The company secretary of the Company shall act as the secretary of the Strategy Committee.
- 2.2 The Strategy Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Strategy Committee.

3. MEETING

- 3.1 The Strategy Committee shall meet at least once every year.
- 3.2 Due notice should be given for any meeting, unless such notification is waived by all members. Notwithstanding the notification period, the attendance of the member of the Strategy Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.
- 3.3 The quorum necessary for the transaction of business of the Strategy Committee shall be two members of the Strategy Committee.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Strategy Committee can attend the meeting via telephone 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 Strategy Committee shall be passed by more than half of its members.
- 3.6 The resolution passed and signed by all members of Strategy Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of Strategy Committee meeting should be kept by the company secretary or the duly appointed secretary of the Strategy Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Strategy Committee for their comment and records, within a reasonable time after the meeting.

4. MEETING ATTENDANCE

- 4.1 Upon the invitation from the Strategy Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, financial controller, external advisor and other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the Strategy Committee can vote in the meeting.

5. DUTIES AND POWERS

The Strategy Committee shall have the following duties and powers:

- 5.1 to assist the Board in formulating and evaluating the development strategies and implementation plans of the company's medium- and long-term strategic objectives; and
- 5.2 to make recommendations to the Board on material matters, material investment and financing plans;

6. REPORTING

- 6.1 The Strategy Committee shall report to the Board after each of its meetings.

7. AUTHORITY

- 7.1 The Strategy Committee is authorised by the Board to request from employee of the Company to perform its duties.
- 7.2 The Strategy Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Strategy Committee.

Remark: the independent professional advice can be sought via the chief financial officer or the company secretary.

- 7.3 The Strategy Committee should be provided with sufficient resources to perform its duties.