



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(HKEX Stock Code: 1263)

(SGX-ST Stock Code: PCT)

TERMS OF REFERENCE OF THE EXECUTIVE COMMITTEE

1. Membership

- (a) The executive committee (the “**EC**”) shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company from amongst the executive Directors and shall consist of not less than two (2) members (the “**Members**”).
- (b) The chairman of the Board shall be the chairman of the EC.
- (c) The term of membership shall be governed by the provisions of the articles of association of the Company (as amended from time to time) (the “**Articles of Association**”).
- (d) The appointment of the Members may be revoked and new members can be appointed in their stead by resolutions passed by the Board and by the EC respectively.
- (e) No alternate Member of any Member may be appointed.
- (f) A Member ceasing to be an executive Director shall upon such cessation immediately and automatically cease to be a Member.

2. Secretary

The company secretary of the Company, or (as the case may be) the joint company secretaries of the Company, from time to time shall be the secretary of the EC (the “**Secretary**”).

3. Frequency of Meetings

- (a) The EC shall meet once a quarter, or as required.

- (b) For EC meetings, and so as far as practicable in all other cases, an agenda and accompanying papers should be sent, in full, to all Members, unless waived by all Members. These should be sent in a timely manner and at least three (3) days before the intended date of the EC meeting (or other agreed period).
- (c) At all times the Members shall be notified of and be invited to all meetings of the EC and may attend all the meetings of the EC.
- (d) A Member may at any time request the Secretary to summon a meeting of the EC.
- (e) Meetings of the EC shall be convened by the Secretary.
- (f) Notice shall be given to each Member orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or address or e-mail address from time to time notified to the Secretary by such Member or by such other means as the EC may from time to time determine. Any notice given orally shall be confirmed in writing.
- (g) Unless waived by all Members, an agenda of the matters to be discussed at a meeting of the EC shall be sent to each Member at the same time the notice of the meeting is given to the Member.

4. Attendance at Meetings and Proceedings of Meetings

- (a) The quorum for a meeting of the EC shall be two (2) Members.
- (b) The Secretary shall attend all meetings of the EC.
- (c) A Member may participate in a meeting of the EC by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear one another and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- (d) Meetings of the EC duly convened with the necessary quorum present shall have the power to exercise all or any authorities, powers and discretion granted to or exercisable by the EC.
- (e) Where the chairman of the Board attends a meeting of the EC, he shall act as the chairman of the meeting. The chairman of a meeting of the EC shall be elected by and amongst the Members attending the meeting if the chairman of the Board cannot attend the meeting.

- (f) Proceedings of the meetings of the EC shall be governed by the provisions of the Articles of Association, the applicable HKEX Listing Rules (as defined below) and the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”).

5. EC’s Resolutions

- (a) A resolution in writing signed by all the Members shall be as valid and effective as if it had been passed at a meeting of the EC and may consist of several documents in like form each signed by one or more of the Members. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Rules (the “**HKEX Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKEX**”), the Listing Manual of the SGX-ST and other applicable laws, rules and regulations for a meeting of the Board or the EC to be held.
- (b) Full minutes of meetings of the EC should be kept by the Secretary and should be open for inspection at any reasonable time on reasonable notice by any Director. Draft and final versions of minutes of a meeting of the EC should be sent to all Members for their comment and records, within a reasonable time after the meeting.
- (c) Minutes of meetings of the EC should record in sufficient detail the matters considered and decisions reached, including any concerns raised by the Members or dissenting views expressed.

6. Authorities

- (a) The EC is authorised by the Board to perform its duties and functions within these terms of reference and to do such things and exercise such powers conferred on the EC by the Board from time to time.
- (b) The EC is authorised by the Board to seek independent professional advice at the Company’s expense, in performance of its duties and functions, where necessary.

7. Duties and Responsibilities

- (a) The EC is to advise and assist the Board in formulating policies and to monitor the performance of the management in carrying out and implementing the policies laid down by the Board for the Company and its subsidiaries (the “**Group**”).
- (b) The Members should give the EC on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation.

- (c) Without prejudice to the generality of the foregoing, the EC shall undertake the following duties and responsibilities:
- (i) to develop the Company's strategic and investment plans and make recommendations to the Board;
 - (ii) to develop the Company's annual budget and capital expenditure and any amendments thereto and make recommendations to the Board;
 - (iii) to monitor and review the implementation of the Group's strategic and investment plans;
 - (iv) to monitor and review the organization, business and personnel policies of the Group;
 - (v) to liaise and consult with other committees of the Board on all matters in relation to the businesses of the Group;
 - (vi) to do any such things to enable the EC to discharge its powers and functions conferred on it by the Board; and
 - (vii) to work to the requirements that may from time to time be delegated by the Board.
- (d) In particular but without limitations, the EC has been delegated by the Board with the following powers:
- (i) to consider and make recommendation to the Board on dividend payments; and
 - (ii) to consider and approve routine corporate matters, including without limitation opening and closing, and any change in operation of, the Company's bank account(s) (including investment accounts), obtaining banking facilities or loans for the Group's operational needs and providing guarantees and other security for the aforesaid banking facilities or loans, entering into new operating leases, provided that any matter which triggers or is otherwise subject to any announcement, shareholders' approval or regulatory approval requirements under the HKEX Listing Rules, the Listing Manual of the SGX-ST or other rules, codes or regulations of any regulatory authority (including the HKEX, the Securities and Futures Commission of Hong Kong and the SGX-ST) shall be reserved to the Board for consideration and approval.
- (e) The EC should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the HKEX's website the SGX-ST's website and the Company's website.

- (f) The EC shall be provided with sufficient resources to perform its duties.
- (g) The chairman of the EC should attend the annual general meetings of the Company. In his/her absence, the chairman of the Board should invite another Member or failing this his/her duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meetings.

8. Revision of the Terms of Reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the HKEX Listing Rules or the Listing Manual of the SGX-ST) in Hong Kong or Singapore.

9. Reporting Procedures

The EC (through the Secretary) shall circulate the minutes of all meetings of the EC to all Directors, and shall report to the Board on its work, decisions and recommendations, in a timely manner.

** for identification purpose only*

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

Adopted by the EC on 20 November 2024

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