



1957 & Co. (Hospitality) Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8495)

Strategic Development Committee
Terms of Reference

(Adopted on 18 November 2022)

Preamble

1. 1957 & Co. (Hospitality) Limited (the “*Company*”) was listed on the GEM of The Stock Exchange of Hong Kong Limited (the “*HKEx*”) on 5 December 2017.

Constitution

2. The Strategic Development Committee was established by resolutions of the board of directors of the Company (the “*Board*” and each director of the Board, a “*Director*”) on 18 November 2022.

Membership

3. The members of the strategic development committee of the Company (the “*Strategic Development Committee*” or “*Committee*”) shall be appointed by the Board from amongst the Directors of the Company and shall comprise a minimum of three members.
4. The chairman of the Strategic Development Committee (the “*Chairman*”) shall be appointed by the Board.
5. The appointment of the members of the Strategic Development Committee may be revoked, or additional members may be appointed to the Strategic Development Committee by separate resolutions passed by the Board.
6. Only the members of the Strategic Development Committee have the right to attend Strategic Development Committee meetings. Notwithstanding the foregoing, other directors of the Company, external advisers and other parties may be invited to be present at the whole or any part of a Strategic Development Committee meeting in an appropriate manner as and when appropriate.
7. A member of the Strategic Development Committee departing from the Company or ceasing to be a director of the Company shall upon such cessation immediately and automatically cease to be a member of the Strategic Development Committee.

Secretary

8. The secretary of the Committee (the “*Secretary*”) shall be appointed by the Committee from amongst the members of the Committee and be removed by the Committee as and when appropriate.

Frequency of Meetings

9. Meetings of the Strategic Development Committee meetings shall be held as and when deemed to be necessary by the chairman of the Strategic Development Committee, but not less than once a year.

Notices of Meetings

10. Unless otherwise agreed by all the Strategic Development Committee members, a meeting of the Strategic Development Committee shall be called with at least three days' prior notice specifying the date, time and venue/method of the meeting.
11. A member of the Strategic Development Committee may at any time request the Secretary to summon a meeting of the Strategic Development Committee. Notice shall be given to each member of the Strategic Development Committee 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 of the Strategic Development Committee or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.
12. Strategic Development Committee meetings shall be convened by the Secretary.
13. Unless waived by all members of the Strategic Development Committee, an agenda of the matters to be discussed shall be sent to each member of the Strategic Development Committee at least three days before the date of the meeting. Meeting documents including such meeting agenda shall be sent to the members of the Strategic Development Committee and other appropriate attendees at the same time.

Proceedings of Meetings

14. The quorum of a Strategic Development Committee meeting shall be three members, one of which must be the Chairman or, if the Chairman cannot attend the meeting, a member of the Committee designated by the Chairman in advance (the "***Chairman Pro Tempore***"). Strategic Development Committee meetings 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 Strategic Development Committee.
15. Members of the Strategic Development Committee may participate in a meeting of the Strategic Development Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
16. Resolutions proposed at any Strategic Development Committee meeting shall be passed by the majority of the members present at the meeting. In the case of an equality of votes, the Chairman or the Chairman Pro Tempore, as the case may be, shall have a casting vote.

Written Resolutions

17. Subject to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited as amended from time to time (the “***GEM Listing Rules***”) and the articles of association of the Company, resolutions of the Strategic Development Committee may be passed by all members of the Strategic Development Committee in writing.

Authorities

18. The Strategic Development Committee is authorised by the Board to review any matter under these terms of reference.

Responsibilities and Duties

19. The responsibilities and duties of the Strategic Development Committee shall be:
 - (a) to research market trends, to analyze competitive dynamics, and to review and make recommendations to the Board on development strategies and plans;
 - (b) to develop strategic plans and annual implementation plans, including but not limited to the following aspects:
 - (i) shop opening and distribution;
 - (ii) brand strategies;
 - (iii) investment decisions;
 - (iv) personnel development;
 - (v) service quality standard; and
 - (vi) resource forecast;
 - (c) to monitor and review the implementation and execution of the plans;
 - (d) to reshape the implementation direction and/or to revise the development strategies or plans, if necessary, in response to significant matters affecting development strategies and plans;
 - (e) to report to the Board on its decisions or recommendations and update the Board of the implementation status of the development strategies or plans; and
 - (f) to deal with other matters authorized by the Board.

Minutes of Meetings

20. The Secretary shall record all proceedings and resolutions of all meetings of the Strategic Development Committee, including the names of those attended and present, prepare and keep minutes recording in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.
21. The Secretary shall circulate the draft and final versions of minutes of meetings and all written resolutions of the Strategic Development Committee to all members of the Strategic Development Committee for their comment and records within reasonable time after the meeting or the passing of the written resolutions.

Continuing Application of the Articles of Association of the Company

22. The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply to regulate the meetings and proceedings of the Strategic Development Committee.

Powers of the Board

23. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke these terms of reference and/or any resolution passed by the Strategic Development Committee provided that no amendments to or revocation of these terms of reference and/or any resolution passed by the Strategic Development Committee shall invalidate any prior act and resolution of the Strategic Development Committee which would have been valid if these terms of references had not been amended or revoked.

General

24. The Strategic Development Committee shall have the discretion to, as it deems reasonable and in the interest of the Company, do such things and exercise such powers granted to it in accordance with any rule, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the GEM Listing Rules or any applicable law.

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