

SYNAGISTICS LIMITED

獅騰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2562)

(Warrant Code: 2461)

(hereafter the “**Company**”)

Finance and Risk Committee — Terms of Reference

(Effective on October 30, 2024)

1. Members

- 1.1 The finance and risk committee of the Company (the “**F&R Committee**”) must be established by the board of directors of the Company (“**Board**”).
- 1.2 The F&R Committee must comprise at least three members. At least half of the F&R Committee members must be independent of and not connected with the executive directors and members of the senior management of the Company.
- 1.3 Members of the F&R Committee shall be appointed by the Board, having regard to their skills and experience as appropriate to perform their duties.
- 1.4 The terms of appointment of the F&R Committee members should be determined by the Board at the appointment date.

2. Secretary(ies) of F&R Committee

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

3. Meetings

- 3.1 The F&R Committee should meet at least once every quarter. Any member or the secretary of the F&R Committee can call for a meeting.
- 3.2 Notice of at least 14 days prior to the meeting should be given for any meeting, unless such notification is waived by all members of the F&R Committee. Notwithstanding the notification period, the attendance of the members of the F&R Committee at the meeting would be deemed as the waiver by such members of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
- 3.3 The quorum necessary for the transaction of business of the F&R Committee shall be two members of the F&R Committee, which shall include the chairperson of the F&R Committee.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing.
- 3.5 Resolutions of the F&R Committee should be passed, in the case of a meeting, by more than half of the members of the F&R Committee attending such meeting.
- 3.6 A resolution passed and signed by all members of the F&R Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of F&R Committee meeting should be kept by a duly appointed secretary of the F&R 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 F&R Committee for their comments and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 The members of the F&R Committee should meet at least once every quarter. The chief executive officer(s) of the Company should attend the meeting unless otherwise decided by the chairperson of the F&R Committee.
- 4.2 Upon the invitation from the F&R Committee, the following persons can attend the meeting: (i) auditors; (ii) chief financial officer (or equivalent); (iii) financial controller (or equivalent); (iv) other staff members; (v) the other Board members; and (vi) any other person(s) as the F&R Committee deems necessary.
- 4.3 Only the members of the F&R Committee can vote in a meeting of the F&R Committee. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.

5. Annual General Meetings

- 5.1 The chairperson of the F&R Committee or (if absent) the other member of the F&R Committee should attend the annual general meetings of the Company, and handle the shareholders' enquiries on the activities and responsibilities related to the F&R Committee at such meetings.

6. Duties and Powers

The F&R Committee is responsible for overseeing the financial activities and risk management of the Company. The F&R Committee's duties and powers should include:

- 6.1 to review the Company's financial and investment plans and budgets and provide recommendations, where appropriate;
- 6.2 to review the financial performance against the approved plans and budgets and make recommendations to the Board for dividend proposals;

- 6.3 to review the Company's major financing transactions and activities, including loans, investments, mergers & acquisitions, issuances, repurchase and redemption of shares and securities, financing guarantees, indemnities and mortgaging of the Company's assets and provide recommendations, where appropriate;
- 6.4 to approve all financial expenses and investments of the Company exceeding HK\$60 million (or its equivalent in other currencies);
- 6.5 to review the use of proceeds from the Company's financing transactions and activities and provide recommendations, where appropriate;
- 6.6 to review the annual and interim financial accounts and reports to the Board and its audit committee for approval;
- 6.7 to review and recommend the Company's risk appetite and tolerance levels;
- 6.8 to review the Company's risk management processes and identify, assess and report key areas of strategic, financial and operational risks to the Board and its audit committee;
- 6.9 to review and assess the Company's internal controls systems and processes for both financial and non-financial functions, and report to the Board and its audit committee on their adequacy; and
- 6.10 to consider other topics, as defined by the Board.

7. Reporting

- 7.1 The F&R Committee shall report to the Board after each of its meetings.

8. Authority

- 8.1 The Board should authorize the F&R Committee to inspect all accounts, reports and records of the Company.
- 8.2 In order to fulfill its duties, the F&R Committee is eligible to request the management and staff of the Company to provide any information within the scope of its duties.
- 8.3 The F&R Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the F&R Committee.

Remark: the independent professional advice can be sought via the chief financial officer or the company secretary(ies) of the Company.

- 8.4 The F&R Committee should not be interfered by the Company in respect of its exercise of independent judgement and should be provided with sufficient resources to perform its duties.
- 8.5 The F&R Committee may delegate any of its powers, authorities and duties to any of its members as it considers desirable. Any such delegation may be made subject to any conditions the F&R Committee may impose and any such delegation may be revoked or altered by the F&R Committee.