



(Incorporated in Bermuda with limited liability)

(Stock Code: 371)

(the “Company”)

Terms of Reference for Sustainability Committee
(effective on 1 April 2023)

1. Membership

- (a) The Company shall establish a sustainability committee comprising three directors who shall be appointed by the board of directors of the Company (“the Board”).
- (b) The sustainability committee shall comprise at least one independent non-executive directors.
- (c) The chairman of the sustainability committee shall be appointed by the Board.

2. Authority

- (a) The sustainability committee is authorised by the Board to seek any information it requires from senior management of the Company and the business divisions of the Group in order to perform its duties.
- (b) The sustainability committee is authorised by the Board to obtain outside independent professional advice in connection with its duties as the Board considers necessary.
- (c) The Company shall provide sufficient resources to the sustainability committee for discharging its duties.

3. Meetings

- (a) The sustainability committee shall hold any meeting as and when appropriate.
- (b) The quorum for meetings shall be any two members.
- (c) The sustainability committee members shall normally attend meetings either in person or through other electronic means of communication.
- (d) The company secretary shall be the secretary of the sustainability committee. In the absence of the secretary of the sustainability committee, the members present at such meetings shall elect another person as the secretary of such meetings.

- (e) Resolutions of the sustainability committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions.
- (f) Unless otherwise specified herein, the provisions contained in the Bye-laws of the Company for regulating director's meetings and proceedings shall apply to the meetings and proceedings of the sustainability committee.

4. Duties

The duties of the sustainability committee shall include to:

Strategies and Goals for Sustainable Development

- (a) Formulate, guide and review the sustainable development vision, goals, policies, strategies, implementation and management guidelines of the Company so as to ensure that the work and results of environmental, social, governance aspects keep abreast of the times, meet needs, and comply with the relevant legal and regulatory requirements (including but not limited to the relevant Environmental, Social, Governance Reporting Guide of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and make recommendations to the Board;
- (b) identify the sustainable development major issues of the Company and its priorities in order to ensure that they meet the development trends of the Company, the relevant legal, regulatory requirements as well as stakeholders' needs, and make recommendations to the Board on determining the sustainable development major issue matrix of the Company;
- (c) supervise the development and implementation of the sustainable development vision, goals, policies, strategies, implementation and management guidelines of the Company, and coordinate internal and external resources to promote related work;
- (d) regularly review and evaluate the effectiveness and appropriateness of the framework and actions to promote sustainable development vision, goals, policies, strategies and management guidelines and make timely updates and adjustments;
- (e) monitor the emerging trends in sustainable development and report to the Board on international trends and regulatory changes affecting the sustainable development of the Company;
- (f) supervise the communication process between the Company and its stakeholders, listen to feedback from internal and external stakeholders of the Company on environmental, social and governance work, and if necessary provide improvement suggestions to the Board on the sustainable development work of the Company in future;
- (g) regularly communicate with different committees so as to ensure that relevant committees are aware of the latest sustainable development-related issues affecting the Company;

Risk for sustainable development

- (h) identify the potential risks and opportunities in sustainable development issues of the Company (including but not limited to those related to climate change), assess the impact of such risks or opportunities on the Company, and ensure that major sustainable development-related risks have been covered in the risk management framework of the Company, and regularly review whether the sustainable development risks of the Company are effectively controlled;
- (i) make recommendations to the Board on the relevant sustainable development risks and corresponding strategies;
- (j) review and ensure that the Company has established a suitable and effective sustainable development risk management and internal control system;

Performance for sustainable development

- (k) supervise and regularly review the progress of the sustainable development goals, policy implementation, strategy implementation effects, and management policy practice and performance of the Company to ensure that they are always in compliance with applicable laws, regulatory requirements and the sustainable development goals, policies, and strategies and management policy of the Company;
- (l) review the climate change-related work (including the implementation of climate change-related corresponding strategies and measures) to ensure effective resistance to the impact of related risks on the business development of the Company, and to reduce the negative impact of the business development process of the Company on the climate;
- (m) identify and engage (if applicable) stakeholders to understand and provide due response to their views;
- (n) support and provide guidance to the executive departments regarding their sustainability work;

Sustainability Report

- (o) Review the disclosure on report of the Company on the performance of sustainable development matters and make recommendations to the Board, including but not limited to:
 - (i) determine appropriate international or national standards (if applicable), appropriate reporting principles and reporting scope for sustainability reporting, and conduct annual monitoring and reporting to ensure that the Company complies with regulatory requirements;
 - (ii) review the sustainability report annually and recommend it to the Board for adoption and at the same time recommend specific actions or decisions to the Board for consideration so as to maintain the integrity of the sustainability report;

- (iii) review the Board's statements or resolutions regarding sustainable development in accordance with applicable regulatory requirements;
- (iv) ensure the sustainability report to be provided a balanced, clear, comprehensive and/or quantitative (if applicable) evaluation of the performance of the Company and status quo on matters related to sustainable development;
- (v) ensure compliance and timely disclosure of the sustainability report in accordance with the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and relevant legal and regulatory requirements; and

Other matters

- (p) review and consider other matters related to sustainable development beyond the scope of the above duties as assigned by the Board.

5. Interpretation

Interpretation of these terms of reference shall belong to the Board.

6. Reporting Procedures

The secretary shall circulate all minutes of meetings of the sustainability committee to all members of the Board (if necessary).

7. Publication of the terms of reference of the Sustainability Committee

The terms of reference of the sustainability committee (as amended from time to time) will be made available by publishing on the website of the Company.