



濱江服務

BINJIANG SERVICE

Binjiang Service Group Co. Ltd.

濱江服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3316)

**Terms of Reference of
the ESG and Strategy Committee
of the Board of the Company**

Adopted on March 25, 2024

DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meanings set out below:

“Board”	means the Board of Directors of the Company;
“Committee”	means the ESG and Strategy Committee of the Board of the Company;
“Company”	means Binjiang Service Group Co. Ltd.;
“Directors”	means the directors of the Company, and “Director” means any one of them;
“Independent Non-executive Directors”	means non-executive Directors meeting the requirements of independence set out in the Listing Rules, and “Independent Non-executive Director” means any one of them; and
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

MEMBERS

1. The Committee shall comprise not less than three Directors, the majority of whom shall be Independent Non-executive Directors.
2. The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an Independent Non-executive Director.
3. The secretary of the Committee shall be the Company’s secretary or any person designated as such by the Committee from time to time.

PROCEEDINGS

4. The quorum for meetings of the Committee shall be two members.
5. The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

AUTHORITY

6. The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
7. The Committee is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of any person with relevant experience and expertise at Committee meetings as it considers appropriate.

DUTIES

8. The duties of the Committee are:
 - 8.1 to review and make recommendation to the Board on business development;
 - 8.2 to provide advice to the Board on significant investment and disposal;
 - 8.3 to advise the Board on the objectives, strategies, priorities, measures, objectives and guidelines of the Company's environmental, social and corporate governance responsibilities (or sustainable development);
 - 8.4 to monitor, review and evaluate the actions taken by the Company to implement the corporate environmental, social and corporate governance responsibilities (or sustainability) priorities, objectives and guidelines, including coordinating with the Company's business units to ensure that their operations and practices comply with the relevant priorities and objectives;
 - 8.5 to review and report to the Board on risks and opportunities related to the Company's sustainability and environmental, social and corporate governance;
 - 8.6 to monitor, assess and review environmental, social and corporate governance (or sustainability) related issues and trends that may affect the Company's business operations and performance;
 - 8.7 to monitor and review the company's environmental, social and corporate governance responsibilities, as well as related policies, practices, frameworks and management guidelines, and make recommendations for improvement;

- 8.8 to review and advise the Board on the Company's public communications, disclosures and releases (including environmental, social and governance (ESG) reports) regarding the Company's environmental, social and corporate governance (or sustainability) performance; and
- 8.9 to perform other duties and responsibilities as may be assigned by the Board.

MISCELLANEOUS

9. Minutes of meetings of the Committee shall be kept by the secretary to the meetings of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes for which he has acted as secretary in draft and final forms to all members of the Committee within a reasonable time after such meeting is held.
10. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.