

Tenfu (Cayman) Holdings Company Limited

天福(開曼)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6868)

(the “Company”)

Environmental, Social and Governance Committee – Terms of Reference

1. MEMBERS

- 1.1 The environmental, social and governance committee of the Company (the “**Committee**”) shall be established by the board of directors of the Company (the “**Board**”). The members (“**Member(s)**”) of the Committee shall be appointed by the Board and shall comprise a minimum of two Members.
- 1.2 The chairman of the Committee shall be appointed by the Board. A quorum shall be two (2) Members.
- 1.3 Subject to paragraph 1.2, if a regular Member is unable to act due to absence, illness or any other cause, the chairman of the Committee may appoint another non-executive director or independent non-executive director of the Company to serve as an alternate Member. Attendance at Committee meetings by an alternate Member should not be counted as attendance by the Member himself.
- 1.4 The appointment of Members may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

2. SECRETARY

- 2.1 The company secretary (whom failing, a person nominated by the chairman of the Committee) or a duly appointed secretary with appropriate qualification and experience shall be appointed as secretary of the Committee and shall attend all of its meetings.

3. MEETINGS, NOTICES & MINUTES

- 3.1 The Committee shall meet as its business requires and as determined by the Members. The Committee will meet at least once a year.
- 3.2 The meeting shall be called by at least two days’ advance notice in writing, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 3.3 The meetings may be held in person, by telephone or by video conference or by other electronics means of communication by which all persons participating in the meetings are capable of hearing each other.

- 3.4 The chairman of the Board, the chief executive officer and external advisers may be invited to attend meetings of the Committee as and when appropriate.
- 3.5 Only Members are entitled to vote at the meetings.
- 3.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Members.
- 3.7 Minutes shall be kept by the secretary of the Committee as conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meetings or by the chairman of the next succeeding meeting. Draft and final versions of minutes shall be circulated to all Members for their comments and records respectively, within a reasonable time after the meetings. Such minutes shall be open for Directors' inspection.

4. AUTHORITY

- 4.1 All Members can have access to the advice and services of the company secretary who is responsible to the Committee for ensuring that Committee procedures, and all applicable rules and regulations, are followed.
- 4.2 The Committee shall have access to sufficient resources to discharge its duties. The Committee is authorized by the Board where necessary and reasonable to obtain professional advice at the Company's expense, subject to notifying and obtaining the agreement of the chairman of the Board.
- 4.3 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.
- 4.4 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own corporate governance code), amend, supplement and revoke these terms of reference and any resolution passed by the Committee, provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

5. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- 5.1 to coordinate and manage the Environmental, Social and Governance ("**ESG**") and climate-related matters of the Group and report to the Board on any significant issues;

- 5.2 to provide guidance on and formulate the Company's ESG vision, goals, strategies and structure, and review and monitor the Company's ESG and climate change strategies, policies and practices in order to ensure that they align with the Company's needs, meet the international standards, and comply with the applicable laws, regulations and regulatory requirements;
- 5.3 to identify and determine the priorities of the key topics on the Company's ESG risks, and make recommendations to the Board;
- 5.4 to establish risk management and internal control systems, such as ESG and climate change policies and programs, to manage and mitigate risks related to ESG and climate change;
- 5.5 to formulate the Company's ESG and climate change management performance targets and review the progress of implementation of the goals, and provide suggestions for improving the performance;
- 5.6 to review and approve annual ESG reports;
- 5.7 to perform other tasks related to ESG and climate change at the request of the Board, including but not limited to providing recommendations on integration of ESG and climate change considerations into the review and monitoring of the Company's strategies, key action plans, annual budget and performance targets, etc.; and
- 5.8 to coordinate any other work related to ESG and climate change (including climate change-related matters) as may be assigned by the Board.

6. REPORTING PROCEDURES

- 6.1 The chairman of the Committee shall report to the Board on the general conclusions reached at all of its meetings.

The terms of reference will be posted on the Company's website and on the Stock Exchange's website.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.