

# Fosun Tourism Group

## 复星旅游文化集团

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

(the “**Company**” together with its subsidiaries, the “**Group**”)

### TERMS OF REFERENCE OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE ADOPTED BY THE BOARD ON 15 NOVEMBER 2024

#### 1 MEMBERSHIP

- (a) The Environmental, Social and Governance Committee (the “**Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”). The Committee shall consist of not less than three members, at least one of whom shall be an executive director and two of whom shall be non-executive directors of the Company. The constitution and terms of reference of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Exchange**”) (the “**Listing Rules**”) as amended from time to time.
- (b) The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board.

#### 2 ATTENDANCE AT MEETINGS

- (a) The quorum of a meeting of the Committee shall be two members of the Committee, of whom at least one shall be an independent non-executive director.
- (b) At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee in advance.
- (c) The company secretary/head of the Board Secretary Office shall be the secretary of the Committee and shall attend all meetings of the Committee.
- (d) Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

### **3 FREQUENCY AND PROCEEDINGS OF MEETINGS**

- (a) Meetings of the Committee shall be held not less than once a year. The Chairman or any two members of the Committee may request a meeting if they consider it necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.
- (b) Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least seven days' prior notice.

### **4 COMMITTEE'S RESOLUTIONS**

A resolution in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

### **5 AUTHORITIES**

- (a) The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.
- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure the attendance of independent professionals with relevant experience and expertise in the meetings of the Committee if it considers this necessary to perform its duties. The engagement of such professionals shall be at the reasonable expense of the Company.
- (c) The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the Committee shall be provided to any person upon request and the role and function of the Committee shall be explained in the corporate governance report in the annual report of the Company.
- (d) The Committee shall be provided with sufficient resources to perform its duties.

## 6 DUTIES

**The duties of the Committee shall be:**

### ***Environmental, Social and Governance Vision, Objectives, Strategies and Framework***

- (a) to review and approve the environmental, social and governance vision, objectives and strategies of the Group, review the progress made against related goals and targets annually, and provide recommendations to the Board on relevant environmental, social and governance matters, including but not limited to:
  - (i) Environmental: manage and reduce the impact on the environment throughout the Company's operation, including climate change mitigation and energy management, carbon neutrality, ecological protection, water resource management, emission management, etc.;
  - (ii) Social: manage the impact on stakeholders (i.e. customers, employees, suppliers and community) throughout the Company's operation, including product safety and customer service, customer privacy and data security, occupational health and safety, employee welfare and development, respect for human rights and diversity, sustainable procurement, participate in social welfare and charity, etc.; and
  - (iii) Governance: actively promote a robust corporate governance within the Company, including business integrity and government integrity and supervision, anti money laundering and anti unfair competition, open and transparent disclosure of non-financial information, etc.
- (b) to review major international trends in corporate environmental, social and governance issues and the appropriateness of the Group's environmental, social and governance strategies and objectives, based on the Group's business and overall strategy, and (as appropriate) report back to the Board and making recommendations on these matters.
- (c) to establish the environmental, social and governance working group of the Group, to supervise and guide the working group to fully implement the Group's environmental, social and governance strategies and related actions.
- (d) to review and assess the adequacy and effectiveness of the relevant framework for environmental, social and governance matters at the Group level.
- (e) to identify the relevant matters that significantly affect the operation of the Group and/or the interest of other important stakeholders in the environmental, social and governance aspects.

- (f) to adopt and update as necessary the Group's policies on environmental protection, social responsibility management and corporate governance.
- (g) to review and monitor the Group's environmental, social and governance policies and practices to ensure compliance with legal and regulatory requirement.

***Environmental, Social and Governance Performance***

- (h) to identify and assess the Group's environmental, social and governance risks and opportunities and report regularly to the Board on the results of the assessment and management's recommendations to ensure that these risks and opportunities are taken into account when formulating the Group's strategies and deciding on major transactions.
- (i) to review and assess the effectiveness of the Group's environmental, social and governance risks and opportunity management framework and measures to ensure that environmental, social and governance risks are integrated into the Group's overall risk management system and to make recommendations for improvement.
- (j) to supervise, review, evaluate and report back to the Board on the following matters:
  - actions taken by the Group to promote environmental, social and governance objectives, strategies and framework;
  - the Group's performance on environmental, social and governance indicators with appropriate international or national standards (if applicable).
- (k) to monitor the channels and methods of communication with the Group's stakeholders and ensure that there is an appropriate communication policy that can effectively promote the relationship between the Group and stakeholders and protect the Group's reputation.
- (l) to monitor internal and external opinions on the Group's environmental, social and governance practices and provide suggestions for improvement of these practices.

### ***Environmental, Social and Governance Report***

- (m) to identify, assess and manage important issues related to environmental, social and governance (including risks relating to the business of the Group) and update the assessment results to the Board on a regular basis.
- (n) to review the Group's public reports on the performance of identified important issues regarding environmental, social and governance and make recommendations to the Board, including but not limited to:
  - setting appropriate international or national standards (if applicable) for the environment, society and governance, and monitoring and reporting on an annual basis;
  - preparing annual environmental, social and governance report for relevant activities and uploading it on the websites of the Exchange and the Group;
  - reviewing annual environmental, social and governance report and recommending it to the Board for approval, and recommending specific actions or decisions for the Board to consider in order to maintain the integrity of the environmental, social and governance report.
- (o) to review the supervision and participation of the Board of the Group in environmental, social and governance matters and provide the Board with suggestions for improvement.
- (p) to ensure that the Company includes an environmental, social and governance report prepared by the Board in its summary financial reports (if any) and annual reports in accordance with the disclosure requirements under the Listing Rules, the Corporate Governance Code (as included under Appendix 14 to the Listing Rules) and the Environmental, Social and Governance Reporting Guide (as included under Appendix 27 to the Listing Rules) or publishes it independently.

### ***Other Matters***

- (q) to perform other functions assigned to the Committee by the Board.
- (r) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by law or regulating authorities.

## **7 REPORTING PROCEDURES**

- (a) The Committee shall report back to the Board on their decisions or recommendations not less than once a year, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations, and decisions of the Committee.
- (b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of meetings of the Committee shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable period of time after the meeting is held.
- (c) The Committee shall make available the Chairman of the Committee (or in his/her absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about issues.

## **8 REVISION OF THE TERMS OF REFERENCE**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and regulatory requirements (e.g. the Listing Rules). Any amendment to these terms of reference shall be by way of resolution of the Board of the Company and shall be in full compliance with the Listing Rules and other regulatory requirements.

Should there be any discrepancy between English and Chinese versions, the English version shall prevail.