



天伦燃气  
TIANLUN GAS

**Tian Lun Gas Holdings Limited**

**天倫燃氣控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1600)**

## **Environmental, Social and Governance Committee (the “Committee”)**

### **Terms of Reference**

#### **Purpose**

1. In order to strengthen the environmental, social and governance (“ESG”) work, further improve the corporate governance structure, enhance the core competitiveness of the Company and ensure the sustainable development of the Company, the ESG Committee of the board of directors (the “**Board**”) has been established.

#### **Composition**

2. Committee members shall be appointed by the Board and shall consist of not less than three Board members.
3. The chairman of the Committee shall be the chief executive officer of the Company.
4. The secretary of the Committee shall be nominated by the chairman of the Committee.

#### **Meeting**

5. The Committee shall meet at least once a year. The Committee may hold additional meetings if necessary.
6. All members shall be notified at least 3 days before the meeting (excluding the day of the meeting).

7. The quorum of a meeting of the Committee shall be two members of the Committee. Each member shall have one vote. Committee resolutions shall be passed by the majority votes of the members who attend the meeting.
8. The resolutions may be passed in writing by all members of the Committee.
9. Meetings can be attended in person or via electronic means including telephonic or video conferencing.

### **Power**

10. Review, assess and make recommendations on any matter within its terms of reference.
11. Have access to appropriate information, records or reports from any employee of the Company to perform its duties.
12. The Committee is authorized by the Board, at the expense of the Company, to engage external advisers or experts to provide any advice or assistance if it considers this necessary to perform its duties, and to invite employees and other persons with relevant experience and expertise to attend meetings of the Committee if necessary.
13. The Committee shall be given adequate resources to carry out its duties.

### **Duties**

14. The Committee is responsible for :
  - (a) formulating and reviewing the Company's vision, goals, strategies, policies and measures regarding ESG, and making recommendations to the Board;
  - (b) reviewing key ESG trends as well as risks and opportunities thereof, and reporting and advising the Board on matters that have significant impacts on the Group's operations and/or the interests of other key stakeholders;
  - (c) reviewing and, if necessary, putting forward the Company's ESG-related goals/key performance indicators, as well as monitoring the progress of these goals/indicators at least annually;

- (d) reviewing the annual ESG report to ensure that the Company's ESG report is prepared in accordance with the Environmental, Social and Governance Reporting Guide in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and complies with the relevant requirements; and
- (e) reporting to the Board on the latest ESG matters within its terms of reference.

### **Reporting Procedures**

- 15. The Committee shall regularly report its decisions or recommendations to the Board.
- 16. The secretary shall circulate a draft and final version of the minutes of the meeting or the written resolution(s) of the Committee (as the case may be) to all members for their comments and records within a reasonable time following the meetings or the passing of the written resolution(s).
- 17. The secretary shall keep record of the minutes of all Committee meetings held by the Company for each financial year and the records of individual attendance of the members, on a named basis, at meetings held during that financial year.