

Times Neighborhood Holdings Limited

時代鄰里控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9928)

(hereinafter the “**Company**”)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE – TERMS OF REFERENCE

1. Members

- 1.1 The environmental, social and governance (the “**ESG**”) Committee (the “**Committee**”) established by the board of directors of the Company (the “**Board**”). The Committee should comprise a minimum of three members and should include at least one independent non-executive director. Members of the Committee shall be appointed by the Board.
- 1.2 The Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Committee and appointed by the Board.
- 1.3 The term of appointment of the Committee members should be determined by the Board at the time of appointment.

2. Secretary

- 2.1 The secretary of the Committee should be the company secretary.
- 2.2 The Committee may appoint any other person with suitable qualifications and experience as the secretary of the Committee from time to time.

3. Meetings

- 3.1 The Committee should meet at least once a year. Members of the Committee may convene a meeting at any time if necessary. Any member or secretary of the Committee may request a meeting.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Committee. Notwithstanding the notice period, the attendance of a member of the Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If a follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
- 3.3 The quorum required for the Committee meetings should be any two Committee members.

- 3.4 A meeting can be attended in person or via electronic means including telephone or videoconferencing. Committee members can participate in the meeting through a conference phone or similar communication device (all participants in the meeting can listen to each other through the device).
- 3.5 If a resolution of the Committee is made at the meeting, it should be passed by more than half of the Committee members present at the meeting.
- 3.6 Resolutions signed in writing by all members of the Committee are also valid as if they had been passed at a meeting of the Committee duly convened and held.
- 3.7 The full minutes of the Committee meetings should be kept by the duly appointed secretary of the Committee and be available for review by the directors. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- 3.8 The meeting procedures of the Committee are governed by the relevant regulations (as amended from time to time) in the articles of association of the Company.

4. Meeting Attendance

- 4.1 At the invitation of the Committee, the chairman or chairlady of the Board and/or the managing director or chief executive officer, other employees responsible for ESG work, external professional advisers and other relevant persons may be invited to attend all or part of any meeting.
- 4.2 Only members of the Committee are entitled to vote at the Committee meetings.

5. Annual General Meeting

- 5.1 The chairman or chairlady of the Committee or, in the absence of which, one of the other members of the Committee, who must be an independent non-executive director, should attend the annual general meeting of the Company and respond to questions raised by shareholders on the activities of the Committee and their responsibilities.

6. Purpose, Duties and Powers

6.1 Purpose

- 6.1.1 In order to further strengthen the ESG management of the Company and its subsidiaries (collectively, the “**Group**”), the Company has established the Committee to assist the Board to review and monitor the ESG policies and practices of the Group and ensure compliance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and other relevant requirements.
- 6.1.2 The purpose of the Committee is to develop the Company to be a sustainable enterprise, continuously improve the Group’s ESG management and performance and gain recognition from capital market for the Company’s ESG works.

6.2 Duties and Powers

- 6.2.1 Direct and review the development of the Group's ESG management policies and strategies to ensure that they are up-to-date, relevant and meets applicable legal and regulatory requirements;
- 6.2.2 Monitor the development and implementation of the Group's ESG objectives, including setting the Group's performance targets for ESG management; reviewing the progress of achieving those targets, and advising on the actions required to achieve those targets;
- 6.2.3 Review the main external ESG trends and report to the Board the major trends affecting the Group's ESG policies and strategies and its objectives setting;
- 6.2.4 Direct and review the identification and prioritization of the materiality of ESG issues of the Group;
- 6.2.5 Review annual ESG reports and other ESG-related disclosures, and make recommendations to the Board for approval;
- 6.2.6 Identify ESG risks and opportunities related to the Group, assess the impact arising from such risks or opportunities on the Group, and make recommendations to the Board on responses to those risks or opportunities; and
- 6.2.7 Other responsibilities delegated by the Board.

6.3 ESG Working Group

The Committee may establish ESG working group (the “**Working Group**”) as an executive team of the Committee and the Committee shall delegate specific tasks to the Working Group, including but not limited to preparing annual ESG reports, monitoring ESG performance, identifying ESG risks and implementing the ESG activities of the Group in a comprehensive manner. The Working Group should comprise members from relevant departments and should be coordinated by designated person.

7. Reporting

The Committee should report to the Board after conclusion of each meeting.

8. Authority

- 8.1 The Committee is authorised by the Board to request from employees to provide any necessary information within the scope of its duties.
- 8.2 The Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Committee.

Remark: The independent professional advice can be sought via company secretary.

- 8.3 The Committee should be provided with sufficient resources to perform its duties by the Company.