



读书郎

**Readboy Education Holding Company Limited**

**讀書郎教育控股有限公司**

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

**(Stock Code: 2385)**

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**Terms of Reference for the  
Environmental, Social and Governance Committee of  
Readboy Education Holding Company Limited  
(the “Company”)**

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## Definitions

1. For the purposes of these terms of reference (the “**Terms**”):

**Board** means the board of directors of the Company.

**ESG** means environmental, social and governance.

**ESG Committee** means the environmental, social and governance committee established by the resolution of the Board in accordance with clause 2 of these Terms.

**Joint Company Secretaries** means the joint company secretaries of the Company.

**Directors** means the directors of the Board.

**Group** means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor.

**Listing Rules** mean the Rules Governing the Listing of securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

**Senior Management** means the chairman, vice presidents, chief executive officer, chief financial officer and any other officers of the Company appointed by the Board from time to time; any other officers of the Company whose remuneration package is, or is proposed to be, more favourable than that of any officer appointed by the Board; and any other employees of the Company as may be determined by the Company’s Remuneration Committee as part of senior management.

**Shareholders** means the shareholders of the Company.

**Stock Exchange** means The Stock Exchange of Hong Kong Limited.

## Constitution

2. The ESG Committee was established by resolutions of the Board on 21 June 2022.

## Membership

3. The members of the ESG Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members. The quorum of a meeting of the ESG Committee shall be any two members of the ESG Committee. Any resolution proposed at a meeting of the ESG Committee shall be approved by a majority of the members of the ESG Committee who attend and vote at the meeting (including the affirmative vote cast by the chairman of the ESG Committee). In the event of equal votes, the chairman of the ESG Committee is entitled to have a casting vote in addition to other votes he should have originally. Or, a decision of the ESG Committee may be approved by a written resolution signed unanimously by each member of the ESG Committee.

4. The chairman of the ESG Committee shall be appointed by the Board and must be an independent non-executive Director.

### **Frequency and procedure of meetings**

5. Unless otherwise stated herein, the meetings are governed by the provisions contained in the Company's articles of association for regulating the meeting and proceedings of Directors.
6. Meetings shall be held not less than once per year. The chairman of the ESG Committee shall convene a meeting upon request by any member of the ESG Committee.
7. Any one of the Joint Company Secretaries shall be the secretary of the ESG Committee.
8. An agenda and accompanying board papers should be sent in full to all Directors in a timely manner and at least 3 days before the intended date of a meeting of the ESG Committee (or other agreed period).
9. Senior Management should be responsible for providing sufficient information to the ESG Committee in a timely manner to facilitate the making of informed decision. Where more detailed and complete information is requested from the Senior Management, the respective Director shall make further inquiries if needed. The Board or individual Director(s) can contact the Senior Management individually and independently.

### **Annual General Meeting**

10. The chairman of the ESG Committee shall attend the Company's annual general meeting and be prepared to respond to any Shareholders' question on the ESG Committee's activities.
11. If the chairman of the ESG Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the ESG Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any Shareholder's questions on the ESG Committee's activities.

### **Authority**

12. The ESG Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the ESG Committee.
13. The ESG Committee is authorised by the Board to obtain outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers this necessary. The ESG Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external advisers who advise the ESG Committee.

## **Duties**

14. The duties of the ESG Committee shall include:
- (a) reviewing, formulating and adopting a comprehensive policy on environmental, social and corporate governance responsibilities (the “**ESG Policy**”);
  - (b) keeping abreast of latest ESG-related laws and regulations, including the applicable sections of the Listing Rules, keeping the Board informed of any changes in such laws and regulations and updating the ESG Policy in accordance with the latest regulatory updates, and providing recommendations to the Group on relevant ESG matters;
  - (c) identifying 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;
  - (d) monitoring the channels and methods of communication with the Group’s stakeholders and ensuring that there is an appropriate communication policy that can effectively promote the relationship between the Group and stakeholders and protect the Group’s reputation;
  - (e) assessing ESG-related risks and opportunities on a regular basis according to applicable laws, regulations and policies, especially risks in relation to climate changes, to ensure the Group’s responsibilities with respect to ESG matters are met;
  - (f) monitoring the effectiveness and ensuring the implementation of the Group’s ESG Policy;
  - (g) preparing and reviewing the ESG report and make recommendations to the Board;
  - (h) reporting to the Group’s management on an annual basis on the implementation of the Group’s ESG Policy; and
  - (i) undertaking other duties assigned by the Board.

## **ESG Working Group**

15. The ESG Committee may establish an ESG working group (the “**Working Group**”) as an executive team of the ESG Committee and the ESG 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 a designated person.

## **Reporting procedures**

16. Full minutes of the ESG Committee’s meetings should be kept by a duly appointed secretary of the meeting (who should normally be any one of the Joint Company Secretaries or the representative appointed by the Joint Company Secretaries). The minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

Minutes of meetings of the ESG Committee should record in sufficient detail the matters considered by the ESG Committee and decisions reached, including any concerns raised by the Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the ESG Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

17. Without prejudice to the generality of the duties of the ESG Committee set out above, the ESG Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so.
18. The ESG Committee shall ensure that the Board as a whole and Directors individually have proper access to reports and other materials related to the ESG Committee's work (having regard to the Listing Rules requirement for separate and independent access for the Board and Directors respectively to the Senior Management). It shall also ensure that such materials are of a form and quality sufficient to enable the Board to make informed decisions on matters placed before it, and that Directors will receive a prompt and full response to their enquiries.

#### **Review and update of the terms of reference**

19. When necessary, these terms of reference shall be updated and amended according to changes in environmental and regulatory requirements, such as the Listing Rules. Any amendment to these terms of reference is subject to the approval of the Board and shall be in full compliance with the Listing Rules and other regulatory requirements. The Board shall review the composition of the members and terms of reference of the ESG Committee whenever it considers appropriate.

#### **Provision of terms of reference**

20. The ESG Committee should provide the terms of reference upon request and upload it to the Stock Exchange's website and the Company's website to explain the duties of the ESG Committee and the authority the Board granted to it.