

快狗打车 | GOGO X

GOGO X HOLDINGS LIMITED

快狗打车控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2246)

**TERMS OF REFERENCE OF
THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE OF
GOGO X HOLDINGS LIMITED**

Definitions

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

Articles means the articles of association of the Company (as amended from time to time);

Board means the board of directors of the Company;

Company means GOGOX HOLDINGS LIMITED;

Company Secretary means the company secretary of the Company;

Corporate Governance Code or **CG Code** means the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (as amended from time to time);

Directors means the directors of the Board;

Environmental, Social and Governance Committee or **ESG Committee** means the environmental, social and governance committee established by the resolution of the Board in accordance with these Terms;

ESG means environmental, social and governance;

ESG Reporting Guide means the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Listing Rules and other international standards as deemed appropriate (as amended from time to time);

Group means the Company, its subsidiaries and consolidated affiliated entities;

Listing Rules mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time);

Shareholders means the shareholders of the Company from time to time; and

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Purpose

2. The ESG Committee is established to assist the Board to manage all matters relating to ESG, as well as the sustainable development of the Group.

Membership

3. The members of the ESG Committee shall be appointed by the Board from among 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.
4. The chairman of the ESG Committee shall be appointed by the Board.

Meetings

5. Meetings shall be held as and when appropriate, but not less than once per quarter.
6. Meeting can be attended in person or via electronic means including telephone or video conference.
7. An agenda and other relevant documents shall be sent to all members in a timely manner and at least three days before the intended date of a meeting of the ESG Committee (or such other period as may be agreed by its members).
8. Resolutions of the ESG Committee shall be passed by more than half of its members.
9. A resolution passed and signed by all members of the ESG Committee is valid, and the validity is the same as any resolution passed in the meeting held.
10. Unless otherwise stated herein, meetings of the ESG Committee may follow the same procedures as those for meetings of the Board under the relevant provisions in the Articles.

Attendance at meetings

11. With the agreement of the chairman of the ESG Committee, other Directors, external advisers and other persons may be invited to attend all or part of any meetings. Only the members of the ESG Committee can vote in the meeting.

Annual general meetings

12. The chairman of the ESG Committee (or in his/her absence, his/her duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to any Shareholders' questions on the ESG Committee's activities.

Authority

13. The authorities of the ESG Committee shall include such authorities and responsibilities set out in the CG Code and ESG Reporting Guide.
14. The ESG Committee is authorised by the Board to perform any activity within these Terms. It is authorised to seek any information it requires from any employee and all employees shall cooperate with the ESG Committee.
15. The ESG Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The ESG Committee shall be provided with sufficient resources to perform its duties.

16. The ESG Committee may delegate certain of its responsibilities to working groups with such authorisation as are necessary to discharge the responsibilities of the ESG Committee.

Duties

17. Subject to the CG Code and ESG Reporting Guide, the duties of the ESG Committee shall include:
- (a) reviewing and monitoring the Company's ESG strategies, policies and practices in order to ensure that they align with the Company's needs and comply with the applicable laws, regulations and regulatory requirements and international standards;
 - (b) identifying the relevant matters that significantly affect the operation of the Group and/or the interest of other important stakeholders in the ESG aspects;
 - (c) monitoring and assessing material ESG issues, the assessment results of which should be reported by the ESG Committee to the Board;
 - (d) reviewing the Company's ESG report and making recommendations to the Board for approval;
 - (e) supervising and reviewing the work of the Company's ESG working group, assessing and reviewing the Company's ESG performance against targets; and
 - (f) performing other ESG related duties delegated by the Board.

Reporting procedures

18. Minutes of the ESG Committee's meetings shall be kept by a duly appointed secretary of the meeting (who would normally be the Company Secretary or a duly appointed representative).
19. The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the ESG Committee shall record in sufficient detail the matters considered by the ESG Committee and decisions reached, including any concerns raised by members of the ESG Committee 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 within a reasonable time after such meetings.
20. Without prejudice to the generality of the duties of the ESG Committee set out in these Terms, 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 its ability to do so.
21. The ESG Committee should evaluate its own performance, these Terms, and its membership annually to ensure it is performing its duties effectively and recommend to the Board any changes it considers necessary.

Terms available

22. The ESG Committee shall make available these Terms on request and by inclusion on the websites of the Company and the Stock Exchange in order to explain its role and the authorities delegated to it by the Board.