

CSSC (Hong Kong) Shipping Company Limited

中國船舶(香港)航運租賃有限公司

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

(「本公司」，與其子公司合稱「本集團」)

(Stock Code: 03877)

(股份代號：03877)

Terms of reference of the ESG and Sustainable Development Committee (the “Committee”) of the Board (the “Board”) of Directors

(the “Directors”) of the Company (Effective from 24 February 2023)

本公司董事(「董事」)會(「董事會」)ESG與可持續發展委員會(「委員會」)
職權範圍(自二零二三年二月二十四日起生效)

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 24 February 2023 to support the Board on environmental, social and governance (“ESG”) matters and to improve the Company’s sustainable development level.

本委員會乃根據董事會於2023年2月24日舉行的會議通過的決議案成立，旨在支持董事會處理環境、社會和治理(「ESG」)事宜，並提高本公司的可持續發展水平。

2. Membership

成員

2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members.

委員會成員由董事會從董事會成員中挑選，委員會人數最少三名。

2.2 The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee.

委員會主席由董事會委任或經委員會成員選舉。

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的成員，可互選或委任其他人擔任該會議的秘書。

2.4 Additional members of the Committee may be appointed, and members of the Committee may be replaced or dismissed by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Procedural Standing Orders

3.1 The Standing Orders which from time to time apply to the terms of reference of the Audit Committee of the Board shall apply mutatis mutandis to these terms of reference of the Committee.

3.2 Meetings shall be held at least once annually or more frequently if circumstances require.

4. Alternate Committee members

4.1 A Committee member may not appoint any alternate.

5. Authority of the Committee

5.1 The Committee may exercise the following powers:

(a) to obtain external legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings;

(b) to have access to sufficient resources in order to perform its duties;

經董事會及委員會分別通過決議，方可委任額外、更替或罷免委員會的成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

議事程序規則

不時適用於董事會審核委員會職權範圍之議事程序規則，(在細節上作必要的變更後)應適用於本委員會職權範圍。

每年最少開會一次或更多(若有所需)。

委任代表

委員會成員不能委任代表。

委員會的權力

委員會可以行使以下權力：

(a) 如委員會覺得有需要，可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見，並由本公司支付有關費用，以及確保具相關經驗及專業才能的外界人士出席委員會會議；

(b) 可取得足夠資源以履行其職務；

- (c) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (d) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

5.2 The Company should provide the Committee with sufficient resources to perform its duties.

- (c) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為需要的修訂建議；及
- (d) 為使委員會能恰當地執行其於第6章項下的職責，行使其認為有需要及權宜的權力。

本公司應提供充足資源予委員會以履行其職責。

6. Duties of the Committee

委員會的職責

6.1 The duties of the Committee shall be:

委員會負責履行以下職責：

- (a) to guide, review and formulate the Company's ESG and sustainable development management policies, strategies, principles, targets and vision to ensure that they keep pace with the times, meet the needs, and comply with applicable laws and regulatory requirements;
 - (b) to supervise the formulation and implementation of the Company's ESG objectives, including establishing the Company's ESG management efficiency targets; reviewing the progress of target achievement and providing suggestions on the actions to be taken in order to achieve the targets;
 - (c) to monitor major trends in ESG so as to report the relevant risks and opportunities affecting the sustainable development, ESG policies, strategies and targets of the Company to the Board;
 - (d) to guide and review the identification and prioritization of important ESG issues of the Group;
- (a) 指導、檢討及制定本公司持續發展、ESG管理方針、策略、原則、目標及願景，確保其與時並進、切合所需，並符合適用的法律及監管要求；
 - (b) 監察本公司ESG目標的制定和實施，包括：制定ESG管理績效目標；檢討目標實現的進度，並就實現目標所需採取的行動提供建議；
 - (c) 監察ESG的主要趨勢，向董事會匯報影響本公司持續發展、ESG方針及策略、目標制定相關的風險和機遇；
 - (d) 指導和檢討本集團重要ESG議題的識別和排序；

- (e) to review the annual Environmental, Social and Governance Report and other ESG-related disclosures, and to make recommendations to the Board for approval;
 - (f) to identify ESG risks and opportunities related to the Company, assess the effect of such risks or opportunities on the Group, and provide suggestions to the Board regarding the response to risks or opportunities;
 - (g) other authorities exercisable by the Committee specified or recommended by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including the provisions in the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Listing Rules); and
 - (h) to perform other duties assigned by the Board.
- (e) 審閱年度《環境、社會及管治報告》及其他ESG相關披露信息，並向董事會提出建議以供批准；
 - (f) 識別與本公司有關的ESG風險與機遇，評估此類風險或機遇對本集團的影響，並就風險或機遇的應對向董事會提供建議；
 - (g) 《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）（包括《上市規則》附錄27所載《環境、社會和治理報告指引》中的規定）規定或建議委員會行使的其他權力；及
 - (h) 董事會授予的其他職責。

7. Annual general meeting

7.1 The Chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting of the Company on the Committee’s activities and their responsibilities.

股東週年大會

委員會的主席，或在委員會主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）應出席本公司的股東週年大會，並就委員會的活動及其職責在本公司股東週年大會上回應問題。

8. Continuing application of the articles of association of the Company

8.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

9. Powers of the Board

9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

10. Publication of the terms of reference of the Committee

10.1 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 website of the Company and on the website of The Stock Exchange of Hong Kong Limited.

Adopted on 24 February 2023

本公司組織章程持續適用

就前文未有作出規範，但本公司組織章程作出了規範的董事會會議程序的規定，在可行的情況下適用於委員會的會議程序。

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下（包括《上市規則》之附錄十四《企業管治守則》或公司自行制定的企業管治常規守則（如被採用）），隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

委員會職權範圍的刊登

委員會應在本公司的網站及香港聯合交易所有限公司的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

於2023年2月24日採納