



華潤萬象生活有限公司

China Resources Mixc Lifestyle Services Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1209)

(the “Company”)

**TERMS OF REFERENCE
OF THE SUSTAINABILITY COMMITTEE**

Effective on 28 March 2023

(Adopted at a meeting of the board of directors of the Company on 28 March 2023)

Constitution

1. The board of directors (the “**Board**”) of the Company has resolved to establish a committee known as the sustainability committee (the “**Committee**”) on 28 March 2023 to monitor the Company’s policies, practices and performance on matters in relation to environment, society and governance, etc., evaluate and advise the Board on matters concerning the Company’s sustainability developments and risks.

Membership

2. The Committee shall consist of not less than three members and at least one of them shall be independent non-executive director who meets the independence requirements as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time). The members and the chairman of the Committee shall be appointed and removed by the Board.
3. The Board may withdraw the appointment of the members of the Committee or appoint additional members of the Committee by separate resolutions.
4. No member of the Committee shall appoint any alternate to attend the meeting or perform his duties.
5. The company secretary of the Company or his representative (in his absence) shall be the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
6. Meetings and proceedings of the Committee shall be governed by the provision of the Articles of Association of the Company for regulating the proceedings of meetings of the Board.

Notice of meeting and quorum

7. Unless otherwise agreed by all members of the Committee, the notice of convening a meeting of the Committee shall be issued not less than two working days before the meeting.
8. The notice of meeting shall state the date, time and venue of the meeting. An agenda or other documents required to be considered by the members of the Committee shall also be attached to the notice.
9. At least two members shall be present at a meeting of the Committee. In the absence of the chairman of the Committee, the members of the Committee may elect a member to chair the meeting as the chairman. Meetings of the Committee shall be attended in person, by telephone or video conference.

Attendance at meetings

10. At the invitation of the Committee, the chairman of the Board, other directors of the Company, external advisers and other persons may be invited to attend all or part of any meetings; but only members of the Committee are entitled to vote at the meetings.

Frequency of meetings

11. Meetings shall be held at least once a year to review the policies, practices and performance of the Company on matters in relation to environment, society and governance, etc. and make recommendations to the Board. The Board or the member of the Committee may demand additional meetings.

Vote

12. Resolutions of the Committee shall be passed by a majority of votes of the members of the Committee present. In the case of an equality of votes, the chairman of the Committee shall have a second vote or casting vote.

Duties

13. Subject to the requirements under the Listing Rules, the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Listing Rules, the specific duties of the Committee shall include but not limited to:
 - (a) to assess the matters in relation to environment, society and governance, etc. of the Company, and make recommendations to the Board;
 - (b) to review the objectives and plans of the Company on matters in relation to environment, society and governance, etc., and monitor the policies and measures adopted by the Company to achieve such objectives and plans, and make recommendations to the Board;
 - (c) to assess the adequacy of resources invested by the Company on matters in relation to environment, society and governance, etc., the compliance and the effectiveness of procedures in such aspects, and make recommendations to the Board;

- (d) to assess the risks and opportunities faced by the Company on matters in relation to environment, society and governance, etc., and make recommendations to the Board;
- (e) to review the Company's performance on matters in relation to environment, society and governance, etc. from the perspective of sustainability, and make recommendations to the Board;
- (f) to assess the difference between the Company and comparable companies domestically and overseas in terms of policies and performance on matters in relation to environment, society and governance, etc., and make recommendations to the Board;
- (g) to assess the impact of the Company's business activities on employees, the third parties, the communities in which the Company operates and the Company's reputation, and make recommendations to the Board;
- (h) to review the annual sustainability report to ensure the accuracy and completeness of the sustainability report and to continuously improve the quality of disclosure, and make recommendations to the Board; and
- (i) to perform such other duties and functions as may be assigned to the Committee by the Board from time to time.

Reporting procedures

14. The Committee shall report to the Board periodically. At the next Board meeting following the meeting of the Committee, the chairman of the Committee shall report to the Board the consideration results and recommendations of the Committee.
15. The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary or his representative shall circulate the draft and final versions of the minutes and reports of the Committee to all members of the Committee for their comments and records within a reasonable time after each meeting. Minutes of meetings of the Committee shall be properly kept by the Secretary, and shall be available for inspection by all members and other directors.

Authority

16. The Committee is authorised by the Board to seek any information it requires from senior management of the business divisions of the Company in order to perform its duties.
17. The Committee is authorised by the Board where necessary to have access to independent professional advice.
18. The Committee shall be provided with sufficient resources to perform its duties.

Review

19. The Committee shall review its composition and terms of reference annually and recommend to the Board any necessary changes.