



robosense

ROBOSENSE TECHNOLOGY CO., LTD

速騰聚創科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

(**Stock Code: 2498**)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. OBJECTIVE

1.1 The objective of the environmental, social and governance committee of the Company (the “**Committee**”) is to assist the board (“**Board**”) of directors (the “**Directors**”) of the Company in guiding and supervising the development and implementation of environmental, social and governance (“**ESG**”) works of the Company and its subsidiaries (the “**Group**”) to ensure compliance with the relevant legal and regulatory requirements.

2. COMPOSITION

2.1 The members of the Committee shall be appointed by the Board from time to time and shall comprise at least one executive Director.

2.2 The Board shall appoint one member of the Committee (who must be an executive Director) as the chairman of the Committee (the “**Chairman**”).

2.3 The Committee may, where appropriate, invite other members of the Board, employees of the Group, or professional advisor or ESG expert to attend its meetings, and may from time to time set up subcommittees to assist with or handle specific matters commensurate with the circumstances of the Group.

3. MEETINGS

3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

3.2 The Committee shall meet at least once a year. Additional meetings shall be held as and when required.

- 3.3 A proxy or an alternate appointed by a member of the Committee may represent him at a meeting of the Committee.
- 3.4 The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and regularly reporting to the Board.
- 3.5 A meeting of the Committee may be convened by any of its members.
- 3.6 The quorum for any meeting of the Committee shall be at least two members.
- 3.7 Unless otherwise agreed by all members of the Committee, notice of a regular meeting of the Committee shall be given at least two working days in advance, and reasonable notice shall be given for all other meetings of the Committee. The Chairman shall determine whether a meeting of the Committee is a regular meeting. Notwithstanding the notification period, the attendance of the members of the Committee at a meeting would be deemed to be treated as a waiver of the required notification requirement.
- 3.8 Each member shall have one vote. Issues raised at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
- 3.9 The joint company secretary of the Company or his/her representative (in his/her absence) shall act as the secretary of the Committee. Members of the Committee may, from time to time, engage any other person with appropriate qualification and experience to act as the secretary of the Committee to take minutes.
- 3.10 The joint company secretary of the Company or the secretary appointed by the members of the Committee (as the case may be) shall keep full minutes of the Committee's meetings.
- 3.11 Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the joint company secretary of the Company or the secretary appointed by the members of the Committee (as the case may be) and sent to all members of the Board within a reasonable time after the conclusion of any meeting of the Committee for their comment and records.
- 3.12 A written resolution signed by all of the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. REPORTING PROCEDURES

- 4.1 The Committee shall report to the Board on its decisions or recommendations, subject to legal or regulatory restrictions (such as a restriction on disclosure due to regulatory requirements).

5. AUTHORITY

- 5.1 The Committee is authorized to obtain any information it requires from any employee of the Group and all employees shall co-operate with any request made by the Committee.
- 5.2 The Committee shall have full access to management members of the Group and may invite such management members or others to attend its meetings.
- 5.3 The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

6. DUTIES AND POWERS

- 6.1 The Committee shall perform the following duties:
 - (a) to develop and review the Company's ESG responsibilities, vision, objectives, strategies, framework, principles and policies, and strengthen the materiality assessment and reporting process to ensure and fulfill the continuous execution and implementation of any ESG policies approved by the Board;
 - (b) to review and monitor the Company's ESG policies and practices to ensure compliance with legal and regulatory requirements; and to review and monitor the Company's ESG risk management and internal control systems to ensure the effectiveness and adequacy of internal controls;
 - (c) to monitor the communication channels and methods between the Company and its stakeholders, and to ensure that relevant policies are in place to effectively promote the relationship between the Company and its stakeholders and protect the reputation of the Company;
 - (d) to review major ESG trends and related risks and opportunities, evaluate the adequacy and effectiveness of the Company's ESG-related structures and business models, and adopt and update the Company's ESG policies as necessary to ensure that they are up-to-date and in compliance with applicable laws, regulations and regulatory requirements and international standards;
 - (e) to review the Company's ESG report and make recommendations to the Board for approval, recommend specific actions or decisions for the Board's consideration in order to maintain the integrity of the ESG report and ensure that the Company's ESG report is prepared in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**", as amended, supplemented or modified from time to time); and
 - (f) to assess and review the Company's ESG performance against targets, and report to the Board.