INTRON TECHNOLOGY HOLDINGS LIMITED

英恒科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1760)

(the "**Company**")

Terms of Reference of Environmental, Social and Governance Committee

Membership

1. The Environmental, Social and Governance Committee (the "**Committee**") should be established by the board of the Company (the "**Board**").

2. The members of the Committee (the "**Committee members**") shall be appointed by the Board and shall comprise not less than three members.

3. The chairman of the Committee (the "**Committee Chairman**") shall be appointed by the Board.

4. The Committee may, if necessary, invite representatives of external advisers, consultants or other persons to attend the meetings.

Secretary

5. The company secretary of the Company shall act as the secretary of the Committee.

6. The Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Committee.

Meetings and Quorum

7. The Committee shall meet with such frequency and at such times as it may determine, but in any event at least twice a year. Additional meetings shall be held as the Committee demands. Meetings may be held in person, by telephone or by video conference.

8. Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Committee. Notwithstanding the notification period, the attendance of the members of the Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

9. The quorum for meetings shall be two Committee members, one of whom should be the Committee Chairman, unless he is unable to attend due to exceptional circumstances.

10. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Committee members present.

11. A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

12. Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comments and records within a reasonable time after the meetings.

Role and Authority of the Committee

13. The Committee is responsible for assisting the Board in overseeing the development in Environmental, Social and Governance ("**ESG**") (including climate-related matters) of the Company and its subsidiaries (the "**Group**") and providing guidance in the implementation of related measures, in order to promote the Group's ESG.

14. The Committee shall report to the Board on its decisions and recommendations.

15. The Committee is authorised by the Board to investigate any activity within its terms of reference; and to seek information it requires from any employee(s), whereas all employees are directed to co-operate with request made by the Committee.

16. The Committee should be provided with sufficient resources to perform its duties and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.

Functions of the Committee

17. The Committee shall have the following responsibilities, power and duties:

    (a) to oversee the process used to identify, evaluate, prioritise and manage material ESG-related issues (including but not limited to climate-related risks and opportunities);

    (b) to review the assessment of ESG and climate-related risks and opportunities of the Group and their impacts on a regular basis and make recommendations to the Board for approval;

    (c) to monitor the implementation of the ESG management approach and strategy, and coordinate internal and external resources to advance related works;

(d) to regularly evaluate the progress and performance of sustainable development (including ESG-related goals and targets), and review whether the relevant improvement measures are effective and appropriate;

(e) to report the ESG performance and make recommendations to the Board at least twice a year;

(f) to review the annual ESG Reports, and make recommendations to the Board for approval;

(g) to take climate-related risks and opportunities into account, where relevant and as appropriate, when overseeing the Group's strategy, decisions on major transactions, and its risk management processes and related policies; and

(h) to consider such other matters in respect of ESG as the Board may from time to time determine.

Remark: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.