



**Excellence Commercial Property &  
Facilities Management Group Limited**

**卓越商企服務集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6989)**

(hereafter the “**Company**”)

**STRATEGY AND ESG COMMITTEE – TERMS OF REFERENCE**

**1. Members**

- 1.1 The strategy and ESG committee of the Company (the “**Strategy and ESG Committee**”) should be established by the board of directors of the Company (the “**Board**”) and it should comprise of at least three directors of the Company. The Strategy and ESG Committee will set up a working group, which will provide advice to the Strategy and ESG Committee.
- 1.2 Members of the Strategy and ESG Committee (“**Members (s)**”) shall be elected for a term of office equivalent to that of the directors of the Company (“**Director (s)**”). Any Member who ceases to be a Director during his term of office as a Member shall automatically cease to be a Member. The Board shall fill the vacancy within three months if the number of Members fails to meet the minimum number requirements.

**2. Secretary**

- 2.1 Any joint company secretary of the Company shall act as the secretary of the Strategy and ESG Committee.
- 2.2 The Strategy and ESG Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Strategy and ESG Committee.

**3. Meeting**

- 3.1 The Strategy and ESG Committee should meet at least once a year. During the meeting, the general manager and/or the chief operating officer should report to the Strategy and ESG Committee matters related to strategy and the department which prepares the ESG report should report to the Strategy and ESG Committee matters related to ESG. Any Member or the secretary of the Strategy and ESG Committee can call for a meeting when deem necessary.
- 3.2 Notice of at least 7 days should be given for any meeting, unless such notification is waived by all Members. Notwithstanding the notification period, the attendance of the Members at the meeting would be deemed as the waiver by such Members of the required notification requirement. If the follow-up meeting takes place within 7 days after the meeting, then no notification is required for such follow-up meeting.

- 3.3 The quorum necessary for the meeting of the Strategy and ESG Committee shall be two Members and one of the Members must be a non-executive director or independent non-executive director of the Company.
- 3.4 Meetings can be attended in person or via electronic means including telephone or video conferencing. The Members can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such Member via such communication device).
- 3.5 Resolutions of the Strategy and ESG Committee shall be passed, in the case of a meeting, by more than half of the Members attending such meeting.
- 3.6 A resolution passed and signed by all Members is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of Strategy and ESG Committee meeting should be kept by a duly appointed secretary of the Strategy and ESG Committee and be available for review by the Directors. The draft and final versions of minutes of the meeting should be sent to all Members for their comment and records, within a reasonable time after the meeting.

#### **4. Meeting Attendance**

- 4.1 Upon the invitation from the Strategy and ESG Committee, any persons can be invited to attend all or part of any meeting if the Strategy and ESG Committee deem necessary.
- 4.2 Only the Members can vote in a meeting of the Strategy and ESG Committee.

#### **5. Annual General Meeting**

- 5.1 The chairman of the Strategy and ESG or, if absent, one other Member should attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the Strategy and ESG Committee at such meetings.

#### **6. Duties and Powers**

The Strategy and ESG Committee shall have the following duties and powers:

- 6.1 to assist the Board in setting and evaluating the Company's medium and long-term strategic goals and implementation plans;
- 6.2 to conduct research on the Company's overall development strategy, business sector development strategy and major investment decisions and make recommendations to the Board.
- 6.3 to assist the Board in setting ESG strategic goals and implementation plans, and also lead the ESG working group at the operational level;

- 6.4 to supervise the Company's implementation of ESG strategy and the progress of objectives, to evaluate the potential impact of ESG work on the Company's business model and related risks, listen to internal and external feedbacks on ESG work, and put forward improvement suggestions for the subsequent ESG work;
- 6.5 to evaluate the effect and impact of ESG governance, promote the establishment of ESG culture, review the ESG report of the Company;
- 6.6 to inspect and evaluate the implementation of the above matters, and to make timely recommendations for adjustment; and
- 6.7 If the responsibilities of the Strategy and ESG Committee overlap with those of other board committees set up by the Board (namely, Audit Committee, Compensation Committee and Nomination Committee), the relevant responsibilities should be performed by the other board committees.

## **7. Reporting**

- 7.1 The Strategy and ESG Committee shall report to the Board after each of its meetings.

## **8. Authority**

- 8.1 Members and secretary of the Strategy and ESG Committee are authorized to request any required information from the employees of the Company to perform its duties.
- 8.2 The Strategy and ESG Committee should have access to external professional advice at the Company's expense if necessary, to perform the responsibilities of the Strategy and ESG Committee.
- 8.3 The Strategy and ESG Committee should be provided with sufficient resources to perform its duties.