



**SINOTRUK (HONG KONG) LIMITED**

**中國重汽(香港)有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 03808)**

**Environmental, Social and Governance Committee – Terms of Reference**

**1. Members**

1.1 The environmental, social and governance committee (the “**ESG Committee**”) of Sinotruk (Hong Kong) Limited (the “**Company**”) should be appointed by the board of directors of the Company (the “**Board**”). The members of the ESG Committee (the “**Members**”) shall include one executive director (the “**ED**”) and one independent non-executive directors of the Company (the “**INED**”) and the chairman shall also be an ED.

1.2 The term of office of the Member shall be the same as that of the Board.

**2. Secretary**

2.1 The ESG Committee shall have a secretary who shall be responsible for the tasks delegated by the ESG Committee and its chairman.

**3. Meetings**

3.1 The ESG Committee shall hold at least one regular meeting each year.

3.2 Notice of meeting should be given at least 5 days before any meeting of the ESG Committee. Such period could be shortened under special circumstances or such notice could be waived by all the Members. Notwithstanding the notice period, the attendance of the Member at the meeting would be deemed as a waiver of the required notice requirement. If an adjourned meeting takes place within 14 days after the meeting, no further notice is required for such adjourned meeting.

- 3.3 Meetings of the ESG Committee shall be convened only with the presence of half or above Members.
- 3.4 Meetings of the ESG Committee could be conducted in form of physical meeting or virtual meeting or hybrid meeting.
- 3.5 Resolutions of the ESG Committee must be passed by a majority of the Members who attend the meeting.
- 3.6 Minutes of the meetings of the ESG Committee should be kept by the secretary of the ESG Committee and shall be made available for inspection by all members of the Board at any time.

#### **4. Attendance of Meetings**

- 4.1 The ESG Committee may invite other personnel relevant to the resolutions to attend the meetings of the ESG Committee as attendees if necessary.
- 4.2 Only the Members are entitled to vote in the meetings of the ESG Committee.

#### **5. Annual General Meetings**

- 5.1 The chairman of ESG Committee or (if absent) the other Member of the ESG Committee should attend the annual general meetings of the Company and respond to the shareholders' enquiry on the activities and responsibilities in relation to the ESG Committee.

## **6. Duties**

The ESG Committee shall have the following duties:

### **ESG vision and missions and policy**

- 6.1 to formulate and recommend Group's ESG vision, mission and policy to the Board.

### **ESG strategy**

- 6.2 to align ESG and climate change initiatives with business objectives.
- 6.3 to integrate ESG and climate risks into risk management and strategic planning.

### **Compliance of the applicable ESG legal and regulatory requirements**

- 6.4 to monitor compliance with ESG legal and regulatory requirements, including the disclosure requirements and "comply or explain" provisions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- 6.5 to review and recommend annual ESG report for Board's approval, ensure timely publication.
- 6.6 to ensure adequate resources, staff qualifications and experience, training programmes and budget to meet ESG legal requirements.

### **Environmental Oversight**

- 6.7 to assess and monitor environmental impacts of the Group's operations and address climate-related risks and opportunities.
- 6.8 to recommend specific sustainability targets and initiatives and monitor progress.

### **Social Oversight**

- 6.9 to oversee employee welfare and diversity policy, occupational health and safety, and labor practices across the Group.
- 6.10 to monitor the Group's and its supply chain ethics (including child and forced labour, consumer protection, data privacy, anti-bribery and anti-corruption, extortion, fraud and money laundering).
- 6.11 to oversee social responsibility commitments.

### **Governance Oversight**

- 6.12 to oversee accurate ESG data collection, analysis and verification processes to ensure transparency.
- 6.13 to oversee stakeholder engagement on ESG matters.
- 6.14 to ensure compliance and support the Board in maintaining good governance practices with regards to the applicable laws and regulations that have a significant impact on the Group relating to ESG.

### **Performance Monitoring and Reporting**

- 6.15 to identify material ESG issues via stakeholder consultation and materiality assessments.
- 6.16 to set and monitor ESG key performance indicators, as required by the ESG Code.
- 6.17 to evaluate ESG initiatives effectiveness and recommend improvements.

## **Advisory Role**

- 6.18 to advise the Board on emerging ESG trends, regulatory changes, and investor expectations.
- 6.19 to recommend third-party assurance or external expertise, where appropriate, to enhance ESG credibility.
- 6.20 to perform other ESG-related tasks at the Board's request, including but not limited to providing recommendations on integrating ESG considerations into the review and monitoring of the Company's strategies, key action plans, annual budget and performance targets.
- 6.21 to perform other tasks in relation to ESG and performance assessment assigned by the Board.

## **7. Reporting responsibility**

- 7.1 The ESG Committee shall report to the Board its resolutions or proposals after each meeting and must sign such resolutions or proposals, unless the ESG Committee is prohibited by laws or regulatory requirements from such reporting (such as a restriction on disclosure due to regulatory requirements).

## **8. Power and authority**

- 8.1 The ESG Committee shall have the following authorities:
  - 8.11 to investigate matters within its scope;
  - 8.12 to access relevant information and personnel;
  - 8.13 to seek external professional advice, subject to Board's approval for significant costs;
  - 8.14 to delegate tasks to the ESG Task Force, retaining oversight; and
  - 8.15 to exercise powers necessary to fulfill its duties, with adequate resources (including trainings) provided;
  - 8.16 to request for the assistance of the company secretary of the Company.

- 8.2 The ESG Committee should be provided with sufficient resources to discharge its duties.

27 June 2025