



# Fullshare Holdings Limited

## 豐盛控股有限公司

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

(Stock Code: 00607)

(the “Company”)

### TERMS OF REFERENCE OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE (THE “COMMITTEE”)

#### 1. MEMBERSHIP

The chairman and members of the Committee shall be appointed by the board of directors of the Company (the “**Board**”) from time to time and shall consist of not less than three members comprising non-executive director.

#### 2. CHAIRMAN

The chairman of the Committee (the “**Chairman of the Committee**”) shall be appointed by the Board and must be a director. In the absence of the Chairman of the Committee, members present may elect any member to chair a meeting.

#### 3. SECRETARY

The company secretary of the Company (the “**Company Secretary**”) shall be the secretary to the Committee.

#### 4. ATTENDANCE AT MEETINGS

The Committee may invite other persons (including directors, senior management and external advisers) to attend all or part of the Committee meetings from time to time upon such conditions as the Committee members consider desirable. However, only the Committee members shall be entitled to vote at the Committee meetings.

#### 5. FREQUENCY OF MEETINGS AND QUORUM

5.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee may determine.

- 5.2 Committee meetings shall be convened by (or at the request of) the Chairman of the Committee. Committee meetings may also be called at the request of the Chairman of the Board.
- 5.3 The quorum for meetings of the Committee shall be two members, one of whom should be the Chairman of the Committee, unless he or she is unable to attend due to exceptional circumstances, and at least one of whom should be non-executive director (including independent non-executive director).

## **6. PROCEEDINGS OF MEETINGS**

- 6.1 Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.
- 6.2 Questions arising at any meetings of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 6.3 A written resolution signed by a majority of the Committee members shall be as valid and effectual as a resolution passed at a meeting of the Committee duly convened and held.
- 6.4 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.

## **7. AUTHORITY**

- 7.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all such employees are directed to co-operate with any reasonable request by the Committee.
- 7.2 Subject to prior discussion as to likely costs, the Committee shall be provided with sufficient resources to perform its duties. It is also authorised by the Board to seek independent professional advice at the Company's expense to perform its responsibilities as it shall deem appropriate and shall be responsible for selection and appointment of consultants to advise it on environmental, social and governance (the "ESG") matters.

## **8. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties, responsibilities and discretion:

- 8.1 develop and review the Company's ESG vision, strategy, framework, principles and policies, and make relevant recommendations to the Board, and implement the ESG policies laid down by the Board;
- 8.2 review and monitor the Company's ESG policies and practices to ensure compliance with legal and regulatory requirements;

- 8.3 pursue initiatives to promote the Company's ESG responsibilities, and set corporate objectives, targets, key performance indicators and measures to ascertain performance against prioritised ESG areas as appropriate;
- 8.4 develop, review and monitor the code of conduct and compliance manual in relation to ESG matters (if any) applicable to the Company's directors (the "**Directors**") and employees;
- 8.5 prepare the annual ESG Report for the Board's consideration and approval for disclosure;
- 8.6 develop, review and monitor the implementation of the shareholders communication channels to ensure its effectiveness, and make recommendations to the Board where appropriate to enhance shareholder relationship with the Company;
- 8.7 review and monitor the training and continuous professional development of the Directors and senior management. Training means participating as speakers, members, or attendees, in conferences, seminars, tutorials, meetings, and workshops on any topics which include but are not limited to companies laws, relevant rules and regulations, accounting standards, ESG issues, risk management, and information technology;
- 8.8 monitor and respond to emerging ESG issues and make recommendations to the Board where appropriate to further the Company's ESG performance;
- 8.9 support local and overseas external ESG-related initiatives where appropriate to help promote ESG responsibilities;
- 8.10 do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- 8.11 conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation or the Securities and Futures Commission; and
- 8.12 The Committee shall be provided with sufficient resources, including the resources for seeking independent legal and other professional advisors, as well as consultants with ESG expertise, to perform its duties.

## **9. REPORTING PROCEDURES**

- 9.1 The Committee should report to the Board on a half year basis; and
- 9.2 At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the findings and recommendations of the Committee. Minutes of the Committee meetings should be kept by the Company Secretary. Within a reasonable time after the Committee meetings, draft and final versions of the minutes of such meetings should be sent to all Committee members for their comment and records respectively.