



碧桂园服务
COUNTRY GARDEN SERVICES

COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED

碧桂园服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6098)

TERMS OF REFERENCE OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

(As amended by a resolution of the board of directors of the Company passed on 3 April 2024)

Purpose

1. To further strengthen the environmental, social and governance (“**ESG**”) management of Country Garden Services Holdings Company Limited (the “**Company**”, together with the Company’s subsidiaries, the “**Group**”), the Company has established a committee to assist the board of directors of the Company (the “**Board**”) in reviewing and monitoring the Group’s ESG policies and practice, promoting continuous improvement in the Group’s ESG management and performance and increasing the recognition from capital market on the Company’s efforts in ESG.

Composition, Quorum and Meetings

2. The committee shall consist of not less than three directors of the Company (the “**Member(s)**”), at least one of whom shall be an executive director of the Company. Members shall be appointed by the Board, and may be replaced by the Board at any time.
3. The quorum of a meeting shall be more than half of the Members.
4. The term of office of the Members shall be the same as the term of office of directors. A Member may serve consecutive terms if re-elected upon expiry of his/her term. If any Member ceases to serve as a director of the Company during his/her term, he/she shall automatically lose his/her qualification as a Member, and the vacancy of Member shall be filled in by the committee in accordance with the provisions of Article 2 above.
5. Meetings shall be held not less than once a year. Additional meetings shall be held as and when the work of the committee demands.

6. The committee establishes an ESG working group as an executive agent of the committee. The committee may delegate specific tasks to the working group, including but not limited to preparing annual ESG reports, following up on ESG performance, identifying ESG risks and comprehensively implementing the ESG activities of the Group. The working group shall comprise members from relevant departments and should be coordinated by a designated person.
7. Proceedings of meetings of the committee shall be governed by the relevant provisions of the articles of association of the Company (as amended from time to time).

Secretary

8. The joint company secretary of the Company shall be the secretary of the committee. The secretary of the committee, or in his/her absence, his/her representative or any one Member shall be the secretary of the meetings of the committee.

Authority

9. 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.
10. The committee is authorized by the Board to obtain external legal or other independent professional advice if required by the committee and to invite the attendance of outsiders with relevant experience and expertise if it considers necessary.
11. The committee is to be provided with sufficient resources to discharge its duties.

Duties

12. The duties of the committee are as follows:
 - (a) to formulate and review the Group's liabilities, vision, strategies, structure, principles and policies, enhance a materiality assessment and reporting process to ensure the ESG policies which approved by the Board are implemented and executed continuously;
 - (b) to monitor the channels and means of communication with the Group's stakeholders and ensure that relevant policies are in place to effectively promote the relationship between the Group and its stakeholders and protect the Group's reputation;
 - (c) to review key ESG trends and related risks and opportunities, and assess the adequacy and effectiveness of the Group's ESG structure and business model accordingly, and, where necessary, propose to the Board to adopt or update the Group's ESG policies to ensure such policies are up to date and in compliance with applicable laws and regulations, regulatory requirements and international standards;

- (d) to oversee the Groups' ESG performance is aligning with the expectations and requirements of investors and regulators;
- (e) to promote top-down corporate culture to ensure ESG considerations are part of the business decision-making process;
- (f) to oversee the funding of the initiatives on corporate social responsibilities, including monetary donations to pursue any philanthropic and community investment initiatives;
- (g) to oversee the assessment of the environmental and social impacts on the Group's business activities and make recommendations to the Board;
- (h) to oversee and review the work of ESG working group and evaluate the Group's ESG performance, and make recommendations to the Board;
- (i) to review and recommend to the Board for approval of the annual ESG report of the Company, and make recommendations on specific actions or decisions for the Board's consideration in order to maintain the integrity of the ESG report; and
- (j) to ensure that the annual ESG report of the Company is prepared in accordance with the ESG reporting guide set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

Reporting Procedures

- 13. Full minutes of the meetings of the committee shall be kept by the secretary of the committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the committee to all Members for their comments (in respect of the draft) and records (in respect of the final version) after the meeting.
- 14. The committee should report to the Board on a regular basis on its decisions or recommendations.
- 15. 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. At least once annually, the committee should present a report in writing to the Board which addresses the work and findings of the committee during the year.

Review

- 16. The Board shall review the composition and the terms of reference of the committee at any time they think fit.

Date: 3 April 2024