



鈞濠集團

鈞濠集團有限公司\*

**GRAND FIELD GROUP HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 115)

**TERMS OF REFERENCE FOR  
THE ENVIRONMENTAL, SOCIAL AND  
GOVERNANCE COMMITTEE**

Latest Version: 17 September 2021

This Terms of Reference has been issued in the English language with a separate Chinese language translation. If there is any conflict in the Terms of Reference between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

\* *For identification purpose only*



鈞濠集團

鈞濠集團有限公司\*

**GRAND FIELD GROUP HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 115)

**TERMS OF REFERENCE FOR  
THE ENVIRONMENTAL, SOCIAL AND  
GOVERNANCE COMMITTEE**

**CONTENTS**

	Page
1. CONSTITUTION .....	3
2. MEMBERSHIP .....	3
3. MEETINGS .....	3
4. ATTENDANCE AT MEETINGS .....	5
5. FREQUENCY OF MEETINGS .....	5
6. AUTHORITY .....	5
7. DUTIES AND OBLIGATIONS .....	5

\* *For identification purpose only*



鉤濠集團有限公司<sup>\*</sup>  
**GRAND FIELD GROUP HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 115)

(the “Company”)

**TERMS OF REFERENCE FOR  
THE ENVIRONMENTAL, SOCIAL AND  
GOVERNANCE COMMITTEE**

**1. CONSTITUTION**

1.1 The Terms of Reference for the Environmental, Social and Governance Committee (“ESG Committee”) was established by a resolution of the Board (the “Board”) of Directors (“Directors”) of the Company as passed on 17 September 2021.

**2. MEMBERSHIP**

2.1 The members of the Environmental, Social and Governance Committee (“ESG Committee Members”) shall be appointed by the Board. The majority of ESG Committee Members shall be independent non-executive directors.

2.2 The Chairman of the ESG Committee (the “ESG Committee Chairman”) shall be appointed by the Board and shall be the Board Chairman or an independent non-executive director of the Company. In case that the ESG Committee Chairman and/or the appointed vice-chairman are/is absent, the rest of the present members shall elect one member among them to chair the meeting.

**3. MEETINGS**

3.1 The Company Secretary of the Company shall become the secretary (“Secretary”) to a meeting of the ESG Committee.

<sup>\*</sup> *For identification purpose only*

- 3.2 The ESG Committee Chairman may from time to time appoint any other person with suitable qualifications and experiences as the Secretary to the ESG Committee.
- 3.3 The quorum for meetings of the ESG Committee shall be any two members of the ESG Committee.
- 3.4 Unless unanimously waived by all of the ESG Committee Members, a notice of any meeting shall be given at least seven days before the date of the meeting. If an ESG Committee Member attends a meeting, that ESG Committee Member is deemed to have waived the required notice period regardless of the actual length of the notice period. If an adjourned meeting is to be held in seven days, no notice is needed for the adjourned meeting.
- 3.5 A meeting may be attended in person or through telephone conferencing or video conferencing. ESG Committee Members may attend the meeting by telephone conferencing or similar communication device, and shall guarantee that all members present are able to communicate by that communication device.
- 3.6 Written resolutions signed by all of the ESG Committee Members shall be binding and effective as if the resolutions have been passed at a meeting duly convened and held by the ESG Committee.
- 3.7 The minutes of the ESG Committee meetings shall form a sufficiently detailed record of matters under consideration and decisions made at the ESG Committee meetings, including any concerns or objections expressed by the Directors.
- 3.8 Complete minutes of the ESG Committee meetings shall be archived by the Secretary to ESG Committee. Draft and final version of the minutes for ESG Committee meeting shall be circulated among all of the ESG Committee Members within a reasonable time after the meeting concludes, in order for them to supply comments respectively and for record purposes. In case of a reasonable notice given by any Director, relevant minutes shall be made available for his or her inspection at any reasonable time.

## **4. ATTENDANCE AT MEETINGS**

4.1 External consultants and other persons may attend meetings upon invitation by ESG Committee.

4.2 Only ESG Committee Members are entitled to vote at meetings.

## **5. FREQUENCY OF MEETINGS**

5.1 Upon consultation with Secretary to the ESG Committee, the ESG Committee Chairman shall decide the frequency and time for convening meetings. Meetings shall be convened on requirements by the ESG Committee.

5.2 The ESG Committee meeting shall be held at least once a year.

## **6. AUTHORITY**

6.1 The ESG Committee's members are entitled to require the Company's Management to provide information regarding any matters relating to environmental, social and governance conditions of the Company, its subsidiaries or associates, in order to perform their duties.

6.2 Where circumstance allows, the ESG Committee Members may seek independent opinions via the Company Secretary within the scope of their terms of reference, in order to perform the duties as the ESG Committee's members of the Company. Any charges incurred shall be borne by the Company.

6.3 The ESG Committee shall be provided with sufficient resources to perform its duties.

## **7. DUTIES AND OBLIGATIONS**

7.1 oversee the development of and make recommendations to the Board regarding ESG vision, goals and strategies of the Company and its subsidiaries (collectively the "Group");

- 7.2 oversee the establishment of ESG policies and codes of practice of the Company and their effective implementation, and monitor and review their ongoing relevance, effectiveness, and further development;
- 7.3 review and monitor training and continuing professional development of the Directors and executives;
- 7.4 assess ESG risks, advise on those of strategic significance to the company and provide anticipatory and mitigation plans;
- 7.5 review material interests of the Group's key stakeholders and report their point of views on material issues to the Company in order to secure correct long term strategic direction;
- 7.6 review and report the Group's sustainability performance (e.g. KPIs and achievement to target) relative to comparable peers/historical records or other benchmarked to the Board;
- 7.7 review and monitor policies and practices of the Group in respect of compliance with the law and regulatory requirements;
- 7.8 formulate, review and monitor the code of conduct and compliance manual (if any) of employees and the Directors; and
- 7.9 review the Group's compliance with the "Code on Corporate Governance Practices" as set out in Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and disclosure in the Corporate Governance Report ("CG Report") of the Company.
- 7.10 review and advise the Board on Group's Environmental Social and Governance Report ("ESG Report") of the Company regarding its performance on sustainability and compliance to the requirements as set out in the Environmental, Social and Governance Reporting Guide (Appendix 27 of the Listing Rules), approving the ESG Report before submitting it to the Board for final endorsement.