

GOLDEN POWER GROUP HOLDINGS LIMITED
金力集團控股有限公司

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Terms of Reference (with effect from 22nd November 2021)

Establishment

1. The Environmental, Social and Governance Committee (the “**Committee**”) is a committee of the board (the “**Board**”) of directors (the “**Director(s)**”) of Golden Power Group Holdings Limited (the “**Company**”, together with the subsidiaries, the “**Group**”).
2. The Committee is responsible to draw up the Company’s environmental, social and governance (“**ESG**”) strategies and policies and reviewing the ESG practices and initiatives in order to ensure that it remains effective and up to date on behalf of the Board.
3. The Committee is chaired by an executive Director.

Membership

The Committee shall consist of not less than three members, which shall include the executive Director and the chairman, the company secretary of the Company, and the financial controller of the Group. Other members of the Committee shall be such members of the senior management of the Company as may be selected by the executive Director.

Attendance at meetings

1. The secretary of the Committee will be appointed by the Committee from time to time.
2. The secretary will ensure that the members of the Committee receive information, papers, reports, meeting agenda and minutes in a timely manner.
3. The secretary shall also prepare and keep minutes for Committee meetings.
4. The Committee may invite such persons from or outside of the Group to attend meetings as it deems appropriate.

Frequency of meetings

1. The Committee shall meet at least once a year and at such other times as the Executive Director shall require.

Duties and Responsibilities

1. Review and discuss with Board of Company to draw up Company’s ESG strategies, initiatives and policies;
2. Review any opportunities or investments in connection with the implementation of the ESG strategies, initiatives and policies, and approve any matters arising for such review;
3. Review and monitor the operational, regulatory, and reputational risks and impacts in respect of ESG on the Company and provide advice and guidance to the Board of such risks and impacts;
4. Provide advice and guidance with respect to communications with management, employees, investors, and other stakeholders, regarding the Company’s position on or approach on ESG matters;

5. Review and assess the ESG performance of the Company annually and recommend any proposed changes for approval by the Board;
6. Report relevant matters of significance relating to sustainable development to the Board;
7. Review the environmental, social and governance report and make recommendation to the Board; and
8. Undertake other duties assigned by the Board.