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**華潤燃氣控股有限公司**  
**China Resources Gas Group Limited**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1193)**

**CHINA RESOURCES GAS GROUP LIMITED**

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

(adopted on 5th February, 2025)  
(amended on 30th December, 2022)  
(amended on 27th September, 2023)  
(amended on 28th March, 2025)

# **CHINA RESOURCES GAS GROUP LIMITED**

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

### **1. Purpose**

The primary objective of the Environmental, Social and Governance Committee (the “Committee”) is to assist the Board in formulating and reviewing the environmental, social and corporate governance policies and practices applicable to the Company and making recommendations to the Board.

### **2. Composition**

- (a) The Board is responsible for the formation of the Committee and appointment of chairman and members thereof. The Chairman shall be a Director of the Company.
- (b) The Committee shall consist of not less than 3 members and the majority of whom should be Independent Non-executive Directors.

### **3. Meetings**

- (a) A quorum shall be two members.
- (b) The Committee shall meet as frequently as is necessary to discharge its duties, but meeting shall be held not less than once a year. The Chairman of the Board, the Chief Executive Officer or other Directors of the Company may attend such meetings in order to assist the Committee.

### **4. Authority**

- (a) 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 employees are directed to co-operate with any request made by the Committee.
- (b) The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

### **5. Duties**

The duties of the Environmental, Social and Governance Committee shall be:

- (a) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board.
- (b) to provide guidance on and formulate the vision, goals, strategies and structure of the Company in relation to environmental, social and governance to ensure that they are in line with the needs of the Company and comply with applicable laws, regulations, regulatory requirements, and international standards.

- (c) to monitor the development and implementation of the Company's ESG vision, strategies and structure.
- (d) to review and monitor the training and continuous professional development of Directors and senior management.
- (e) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, and to make commitments in accordance with laws, regulations and relevant policies, including conducting due diligence, applying the precautionary principle, and respecting employees' rights and interests.
- (f) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors.
- (g) to consider, approve and authorize the publication of the Environmental, Social and Governance Report of CR Gas, the prioritization of material issues and the disclosure of relevant information, and to make relevant recommendations to the Board.
- (h) to review the Company's compliance with the CG Code and its disclosure in the Corporate Governance Report.
- (i) to establish a shareholders' communication policy and review it on a regular basis to ensure its effectiveness.
- (j) to consider other topics, as defined by the board.
- (k) to report to the Board on matters within its scope of authority as and when necessary.

## **6. Reporting responsibilities**

- (a) The Committee shall report to the Board on its work on a regular basis/or at other Board meetings and make recommendations to the Board on any matters relating to the corporate environment, social and governance in accordance with its job scopes.
- (b) Minutes of meetings of the Committee shall be kept by the secretary appointed by the Committee. The minutes are available for inspection at any reasonable time on reasonable notice issued by any Director.
- (c) Minutes of meetings of the Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records, within a reasonable time after the meeting.