

**TERMS OF REFERENCE OF THE ENVIRONMENTAL, SOCIAL AND
GOVERNANCE COMMITTEE**
30 December 2022

**TERMS OF REFERENCE OF THE
ENVIRONMENTAL, SOCIAL AND GOVERNANCE
COMMITTEE OF AUSTASIA GROUP LTD.**

Definitions

1. For the purposes of these terms of reference (the **Terms**):

Board means the board of directors of the Company;

Company means AustAsia Group Ltd.;

Company Secretary means the company secretary(/ies) of the Company;

1. **Constitution** means the constitution of the Company;

Directors means the members of the Board;

ESG means environmental, social and governance;

ESG Committee means the environmental, social and governance committee established by resolution of the Board in accordance with these Terms;

Group means the Company and its subsidiaries;

Listing Rules mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

Management means any persons discharging an executive management role within the Group;

Shareholders means the shareholders of the Company from time to time; and

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Establishment

2. The ESG Committee was established by resolution of the Board on 5 December 2022.

Membership

3. The members of the ESG Committee shall be appointed by the Board from among the Directors only and shall consist of not less than three members. The quorum for meetings of the ESG Committee shall be two members.

4. Appointments to the ESG Committee shall be for a period of up to three years, which may be extended by the Board.

Frequency and procedure of meetings

5. Meetings of the ESG Committee shall be held not less than twice a year.

6. An agenda and other relevant documents should be sent in full to all members in a timely manner and at least three days before the intended date of a meeting of the ESG Committee (or such other period as may be agreed by its members).

7. Meetings of the ESG Committee may follow the same procedures as those for meetings of the Board under the relevant provisions in the Constitution, as amended from time to time.
8. Management is obliged to supply the ESG Committee with adequate information in a timely manner in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where any member requires more detailed and complete information from Management, that member should make any additional necessary enquiries. The ESG Committee and each member shall have separate and independent access to Management.

Annual general meetings

9. The chairman of the ESG Committee (or in his absence, his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to any Shareholders' questions on the ESG Committee's activities.

Authority

10. The ESG Committee is authorised by the Board to perform any activity within these Terms. It is authorised to seek any information it requires from any employee of the Group and all employees are directed to co-operate with any request made by the ESG Committee.
11. The ESG Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The ESG Committee shall be provided with sufficient resources to perform its duties. The ESG Committee shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the ESG Committee.

Duties

12. The duties of the ESG Committee shall include:
 - (a) formulating, reviewing and approving (or recommending to the Board for approval) the vision, mission, objectives, strategies, management structure, policies, risk profile, and metrics, targets and key performance indicators (together, "**KPIs**") relating to ESG;
 - (b) assessing the achievement of strategies and KPIs on a yearly basis and giving advice to the Board and Management for the development of such strategies;
 - (c) reviewing the main trends in ESG;
 - (d) identifying the risks and opportunities related to ESG;
 - (e) reviewing and approving the Company's annual ESG report to ensure compliance with the requirements of the Listing Rules; and
 - (f) reporting to the Board of Directors at least once a year, including the current status, key ESG risks identified, achievement of strategies and KPIs, comparison with industry peers, trend of ESG development, challenges faced ahead, latest disclosure requirements;

- (g) considering the appointment of external ESG consultants and identifying candidates for appointment;
- (h) establishing and reviewing on a regular basis the Group's ESG policy in accordance with standards of Appendix 27 to the Listing Rules;
- (i) establishing and reviewing on a regular basis the Group's overall carbon-neutrality strategies;
- (j) establishing and overseeing an ESG Management Committee to manage, drive and oversee various ESG work according to the principles and guidance set by the ESG Committee; and
- (k) reviewing or commenting on any other ESG related matters as and when necessary.

Reporting procedures

13. Full minutes of the ESG Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be a Company Secretary or a duly appointed representative). The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the ESG Committee shall record in sufficient detail the matters considered by the ESG Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the ESG Committee for their comment and records within a reasonable time after such meetings.
14. Without prejudice to the generality of the duties of the ESG Committee set out in these Terms, the ESG Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.
15. The ESG Committee should evaluate its own performance, these Terms and its membership annually to ensure it is performing its duties effectively, and recommend to the Board any changes it considers necessary.

Terms available

16. The ESG Committee shall make these Terms available by inclusion on the website of the Company in order to explain its role and the authority delegated to it by the Board.