



TOM Group Limited

TOM集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 2383**

**TERMS OF REFERENCE  
OF  
SUSTAINABILITY COMMITTEE**

**1. Objectives**

The objectives of the Sustainability Committee (the “Committee”) of TOM Group Limited (the “Company” together with its subsidiaries, the “Group”) is to oversee management and advise the board of directors (the “Board”) on the development and implementation of the corporate social responsibility and sustainability initiatives of the Group, including reviewing the related policies and practices, and assessing and making recommendations on matters concerning the Group’s sustainability development and risks.

**2. Membership**

2.1 The Committee shall be appointed by the Board.

2.2 The Committee shall comprise the following members:

- (1) at least one Executive Director;
- (2) at least one Independent non-executive Director; and
- (3) the Chief Financial Officer.

2.3 The Chairman of the Committee shall be appointed by the Board.

2.4 The Committee may delegate certain of its responsibilities to working groups with such powers as are necessary to discharge the responsibilities of the Committee. The Committee will initially set up the Sustainability Working Group comprising, amongst others, the Chief Financial Officer, General Manager – Group Management Services, Vice President – Group Media Sector and Group Corporate Communications & Investor Relations, Vice President – Group Human Resources & Administration, Group Senior Legal Counsel and selected members of senior management of the head office of the Company and the business divisions of the Group, as appointed by the Chairman of the Committee from time to time.

### **3. Secretary**

- 3.1 The Company Secretary shall be the secretary of the Committee.
- 3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

### **4. Meetings**

- 4.1 The Committee shall meet at least twice a year and additionally as required.
- 4.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Committee shall be any two Members.
- 4.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 4.7 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Members' inspection.

### **5. Attendance at Meetings**

- 5.1 At the invitation of the Committee, the Chairman of the Board, other Directors, external advisers and other persons may be invited to attend all or part of any meetings.
- 5.2 Only Members of the Committee are entitled to vote at the meetings.

### **6. Responsibility, Powers and Discretion**

The Committee shall have the following responsibilities, powers and discretion:

- 6.1 to propose and recommend to the Board on the Group's corporate social responsibility and sustainability objectives, strategies, priorities, initiatives and goals;

- 6.2 to oversee, review and evaluate actions taken by the Group in furtherance of the corporate social responsibility and sustainability priorities and goals, including coordinating with the business divisions of the Group and ensuring that their operations and practices adhere to the relevant priorities and goals;
- 6.3 to review and report to the Board on sustainability risks and opportunities;
- 6.4 to monitor and review emerging corporate social responsibility and sustainability issues and trends that could impact the business operations and performance of the Group;
- 6.5 to oversee and review the Group's corporate social responsibility and sustainability policies, practices, frameworks and management approach, and to recommend improvements;
- 6.6 to consider the impact of the Company's corporate social responsibility and sustainability on its stakeholders, including employees, shareholders, local communities and the environment;
- 6.7 to review and advise the Board on the Company's public communication, disclosure and publications (including the Sustainability Report) as regards to its corporate social responsibility and sustainability performance; and
- 6.8 to perform such further functions related or incidental to the foregoing which the Committee deems appropriate.

## **7. Reporting Responsibilities**

The Committee shall report to the Board on its decisions and recommendations.

## **8. Authority**

- 8.1 The Committee is authorised by the Board to seek any information it requires from senior management of the Company and the business divisions of the Group in order to perform its duties.
- 8.2 The Committee is authorised by the Board where necessary to have access to independent professional advice.

*Note: Arrangement to seek independent professional advice could be made through Company Secretary.*

- 8.3 The Committee shall be provided with sufficient resources to perform its duties.

## **9. Publication of the Terms of Reference**

The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

1 April 2021