

# **Sustainability Committee**

## **Terms of Reference**

China Resources Power Holdings Company Limited

Adopted By the Board: 19 March 2012

Last Reviewed : 10 November 2021

Room 2001-05, 20/F, China Resources Building

26 Harbour Road, Wanchai, Hong Kong

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Pursuant to a resolution of the Board of China Resources Power Holdings Company Limited (“CR Power” or the “Company”), the Sustainability Committee was established on 19 March 2012 to oversee the Company’s policies, measures and performance in the aspects of social, environmental, safety and business conduct matters.

## **1. ROLE**

The primary roles of the Sustainability Committee are:

- 1) to assist the Board in overseeing the Company’s policies and measures for sustainable development;
- 2) to review the policies and performance of the Company in environmental protection, health, safety and community relations and make recommendations to the Board;
- 3) to properly manage the risks associated with the sustainable development of the Company.

In addition to directors, the Board may appoint other persons with the relevant experience and expertise to serve on the Committee.

In performing their duties, the Committee may request for information from any employee of the Company, and may seek opinions or advice from external consultants, auditors, lawyers or other professionals, the relevant costs incurred shall be borne by the Company.

## **2. RESPONSIBILITIES AND FUNCTIONS**

The Committee will make recommendations to the Board regarding supervision of the relevant administrative measures in respect of the following matters:

### **Policies of Sustainable Development**

- 1) to review the sustainable development objectives and plans of the Company, and oversee the policies and measures adopted by the Company to realize the objectives;
- 2) to assess the adequacy of resources, regulatory compliance and effectiveness of procedures in the environmental, health and safety management aspects of the Company; and
- 3) to assess the risks and opportunities faced by the Company in fulfilling its social responsibilities and sustainable development.

### **Performance on Sustainable Development**

- 4) to review the performance of the Company in environmental, health, safety, social responsibility and sustainable development;
- 5) to assess the differences between CR Power's its policies and performance in sustainable development with domestic and international comparable companies; and
- 6) to assess the impact of the Company's business activities on the employees, third parties, local community and reputation of the Company.

### **Report on Sustainable Development**

- 7) to review the annual sustainable development report and encourage management to take specific actions to ensure the accuracy and completeness of the sustainable development report as well as continuous enhancement on the quality of disclosure.

### **3. MEMBERS**

The Committee shall comprise a minimum of two members, and a majority of the members must be independent non-executive directors. The Chairman of the Committee shall be an independent non-executive director.

### **4. MEETINGS**

The Committee shall convene at least one meeting in each year, the Committee may increase the number of meetings, if necessary.

The Committee shall dispatch the agenda and relevant documents of a meeting to all members of the Committee at least five business days prior to the date set for holding each meeting.

The minutes of the Committee meeting must be kept properly. Where there is no conflict of interest, Directors may inspect the minutes at any time.

The quorum of meeting of the Committee is formed by the attendance of at least two members. In the absence of the Chairman of the Committee, members of the Committee may elect a member to chair the meeting and preside over the meeting.

### **5. REPORTING**

The Committee shall report regularly to the Board. At the next meeting of the Board after a meeting of the Committee, the Chairman of the Committee must report to the Board on the outcome and recommendations of the Committee. A summary of the minutes of the Committee meeting is required to be sent to all directors for review.

## **6. REVIEW**

The Committee shall review its composition of members and the terms of reference on an annual basis, and make recommendations to the Board on any necessary changes.