

HKBN Ltd.
香港寬頻有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”)

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

Definitions

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

“**Articles**” means the articles of association of the Company;

“**Board**” means the board of directors of the Company;

“**Company**” means HKBN Ltd.;

“**Company Secretary**” means the company secretary of the Company;

“**Corporate Governance Code**” or “**CG Code**” means the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (as amended from time to time);

“**Directors**” means the members of the Board;

“**Environmental, Social and Governance Committee**” or “**ESG Committee**” means the environmental, social and governance committee established by the resolution of the Board in accordance with these Terms;

“**ESG**” means environmental, social and governance;

“**ESG Reporting Guide**” means the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Listing Rules and other international standards as deemed appropriate (as amended from time to time);

“**Group**” means the Company and its subsidiaries;

“**Listing Rules**” mean the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);

“**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 on 1 September 2022 by resolution of the Board on 22 July 2022.

Membership

3. The members of the ESG Committee shall be appointed by the Board from among the Directors and shall consist of not less than three members. A quorum shall be two members of whom at least one shall be an independent non-executive Director.
4. The chairman of the ESG Committee shall be appointed by the Board and shall be an independent non-executive Director.

Meetings

5. Meetings shall be held as and when appropriate, but not less than once a year.
6. Meetings may be held in person, by telephone or by video conference.
7. An agenda and other relevant documents shall be sent 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).
8. Meetings of the ESG Committee may follow the same procedures as those for meetings of the Board under the relevant provisions in the Articles, as amended from time to time.

Attendance at meetings

9. With the agreement of the chairman of the ESG Committee, other Directors, external advisers and other persons may be invited to attend all or part of any meetings.

Annual general meetings

10. The chairman of the ESG Committee (or in his/her absence, his/her 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

11. The authorities of the Committee shall include such authorities and responsibilities set out in the CG Code and ESG Reporting Guide.
12. 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 and all employees shall co-operate with the ESG Committee.
13. 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 necessary. The ESG Committee shall be provided with sufficient resources to perform its duties.
14. The ESG Committee may delegate certain of its responsibilities to working groups with such authorisation as are necessary to discharge the responsibilities of the ESG Committee.

Duties

15. Subject to the CG Code and ESG Reporting Guide, the duties of the ESG Committee shall include:
 - (a) reviewing and monitoring the Company's ESG strategies, policies and practices in order to ensure that they align with the Company's needs and comply with the applicable laws, regulations and regulatory requirements and international standards;
 - (b) reviewing and monitoring the Company's ESG risk management and internal control systems to ensure the effectiveness and adequacy of internal controls;
 - (c) monitoring the communication channels and methods between the Company and its stakeholders, and ensuring relevant policies are in place to effectively promote the relationship between the Company and its stakeholders and protect the reputation of the Company;
 - (d) reviewing major ESG trends and related risks and opportunities, evaluating the adequacy and effectiveness of the Company's ESG-related structures and business models, and adopting and updating the Company's ESG policies as necessary to ensure that they are up-to-date and in compliance with applicable laws, regulations and regulatory requirements and international standards;
 - (e) reviewing the Company's ESG report and making recommendations to the Board for approval, recommending specific actions or decisions for the Board's consideration in order to maintain the integrity of the ESG report and ensure that the Company's ESG report is prepared in accordance with the ESG Reporting Guide (including amendments from time to time);

- (f) supervising and reviewing the work of the Company's ESG working group, assessing and reviewing the Company's ESG performance against targets, and report to the Board; and
- (g) performing other ESG related duties delegated by the Board.

Reporting procedures

- 16. Minutes of the ESG Committee's meetings shall be kept by a duly appointed secretary of the meeting (who would normally be the 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.
- 17. 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.
- 18. 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

- 19. The ESG Committee shall make available these Terms on request and by inclusion on the websites of the Company and the Stock Exchange in order to explain its role and the authority delegated to it by the Board.

Hong Kong, 1 September 2022