



## NEW UNIVERSE ENVIRONMENTAL GROUP LIMITED

新宇環保集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島成立之有限公司)

(Stock Code 股份代號: 436)

### Terms of Reference of the Environmental, Social and Governance Committee

環境、社會及管治委員會職權範圍

(Adopted on 18 May 2023)

(二零二三年五月十八日採納)

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#### Constitution 組織

1. The board of directors (“**Board**”) of New Universe Environmental Group Limited (the “**Company**”) established a committee known as the Environmental, Social and Governance Committee (“**ESG Committee**”) to advise and assist the Board in managing matters relating to Environmental, Social and Governance (“**ESG**”) of the Company and its subsidiaries (collectively referred to as “**Group**”), such as governance, policies, initiatives, performance and reporting, with reference to the aspects set out in the Appendix 27 *Environmental, Social and Governance Reporting Guide* to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) issued by the Hong Kong Exchange and Clearing Limited.

新宇環保集團有限公司（以下簡稱「公司」）之董事會（以下簡稱「董事會」）轄下成立了一稱為環境、社會及管治委員會（以下簡稱「ESG委員會」）之委員會，向董事會提供建議及協助於管理有關本公司及其附屬公司（統稱「集團」）之環境、社會和管治（“ESG”）事宜、如：管治、政策、倡議、績效和報告，以遵行香港交易及結算有限公司頒布的香港聯合交易所有限公司證券上市規則（「上市規則」）附錄二十七 環境、社會及管治報告指引。

#### Membership 成員

2. The members of the ESG Committee (“**ESG Committee Members**”) shall consist of not less than least two board members appointed by the Board and the respective department heads and officers of different functions and disciplines of the Group as nominated by the two board members of the ESG Committee from time to time.

ESG委員會之成員（「ESG委員會成員」）之組成須包括至少兩名由董事會委任的董事會成員、及由該兩位董事成員不時提名委任本集團內各部門負責人及不同職能及具不同學術資質之主管人員擔任。

### **The Chairman 主席**

3. The chairman of the ESG Committee (“**ESG Committee Chairman**”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director. The ESG Committee Chairman should chair the meetings of the ESG Committee. In the absence of the ESG Committee Chairman and/or an appointed deputy at any meeting, the rest of the ESG Committee Members shall elect one of the members present to act as chairman of meeting of the ESG Committee.  
ESG委員會之主席（「**ESG委員會主席**」）須由董事會委任，由董事會主席或一位獨立非執行董事擔任。ESG委員會主席應主持ESG委員會之會議。當ESG委員會主席及/或其委任代表缺席任何會議之情況下，ESG委員會其餘成員應選出一位出席該會議之成員擔任該ESG委員會會議之主席。
4. The ESG Committee Chairman may from time to time appoint and/or nominate any senior staff member or employee with suitable qualifications and experiences from different functions and disciplines of the Group to the ESG Committee.  
ESG委員會主席可不時委任及/或提名具有本集團不同職能及學術資質、且具適當資歷及經驗之任何高級職員或雇員加入ESG委員會。
5. The ESG Committee Chairman should attend the annual general meeting to support in answering shareholders’ questions on the ESG activities of the Group.  
ESG委員會主席應出席股東周年大會，以協助回答股東就本集團ESG活動所提出之問題。

### **The Secretary 秘書**

6. The Company Secretary of the Company shall become the secretary (“**Secretary**”) to a meeting of the ESG Committee.  
本公司之公司秘書須成為ESG委員會會議之秘書（「**秘書**」）。

### **Meeting 會議**

7. The quorum for meetings of the ESG Committee shall be any two (2) members of the ESG Committee. Decisions shall be determined by a simple majority and, in the event of a tie, the ESG Committee Chairman shall have the casting vote.  
ESG委員會會議之法定人數須由ESG委員會之任何兩(2)位成員組成。決定須按簡單多數表決，如果票數相同，須由ESG委員會主席投決定票。
8. Prior notice in writing, by telephone, or by electronic communication devices of upcoming meetings should be given to all ESG Committee Members unless otherwise waived by members in writing, and notice of any meeting shall be given at least seven (7) business days of Hong Kong before the date of the meeting. If an ESG Committee Member attends a meeting who is deemed to have waived the required notice period regardless of the actual length of the notice period. If an adjourned meeting is to be held in seven (7) days, no notice is needed for the adjourned meeting.  
除非成員以書面形式示意豁免，否則任何會議通知應在會議召開日期前至少七(7)個香港營業日以書面、通過電話、或電子通訊設施向所有ESG委員會成員就即將召開之會議提前發出通知。ESG委員會成員出席會議，則無論實際通知期間如何，均視為所規定的通知期已獲豁免。如果延期會議將在七(7)天內舉行，則無需就延期會議另行通知。

9. The ESG Committee Chairman, at any committee meeting, may from time to time make arrangement for managing attendance, participation and/or voting at the meeting to enable ESG Committee Member(s) to attend in person, in an electronic meeting, or a hybrid meeting by means of electronic facilities, at his/her absolute discretion consider appropriate, and to ensure proper and orderly conduct of the meeting that any decision and resolution made shall be final and conclusive.  
在任何委員會會議上，ESG 委員會主席可不時作出安排以管理在會議中之出席、參與及/或投票，以使ESG委員會成員能夠以親自出席、參加電子會議、或通過電子設施所舉行之混合會議，按他/她認為適當而自行酌情決定，及以確保會議妥善有序進行，所作出之任何決定及決議皆屬最終並具決定性。
10. Written resolutions signed by all of the ESG Committee Members shall be binding and effective as if the resolutions have been passed at a meeting duly convened and held by the ESG Committee.  
由全體ESG委員會成員簽署之書面決議具有約束力及效力，該決議等同已獲ESG委員會正式召集及舉行之會議上通過。
11. The minutes of an ESG Committee meeting shall form a sufficiently detailed record of matters under consideration and decisions made at that ESG Committee meeting. ESG委員會會議記錄須充分詳細記載 ESG 委員會會議上所審議之事項及作出之決定。
12. Complete minutes of an ESG Committee meeting shall be archived by the Secretary to ESG Committee. Draft and final version of the minutes for ESG Committee meeting shall be circulated among all of the ESG Committee Members within a reasonable time after the meeting concludes, in order for them to supply comments respectively and for record purposes.  
ESG委員會會議之完整記錄須由 ESG 委員會秘書存檔。ESG委員會會議記錄之草本及最終版本應在會議結束後之合理時間內向所有ESG委員會成員傳閱，以便他們分別提出意見及備案。

#### ***Attendance at meetings*** 出席會議

13. External consultants and other persons may attend meetings upon invitation by the ESG Committee.  
ESG委員會可邀請外方顧問及其他人士出席會議。
14. Only ESG Committee Members are entitled to vote at meetings.  
只有 ESG 委員會成員有權在會議上表決投票。

#### ***Frequency of meetings*** 會議次數

15. The ESG Committee meeting shall be held at least once a year.  
ESG委員會須每年至少召開一次會議。
16. Upon consultation with Secretary to the ESG Committee, the ESG Committee Chairman shall decide the frequency and time for convening meetings. Meetings shall be convened on requirements by the ESG Committee.  
ESG委員會主席經與ESG委員會秘書協商，須決定召開會議之頻次及時間。會議須由ESG委員會要求召開。

## ***Duties of the ESG Committee ESG委員會職責***

17. The duties of the ESG Committee include:

ESG委員會之職責包括：

- (a) developing ESG-related strategies, including identifying, evaluating and monitoring ESG issues that could affect the Group's business activities, performance, sustainable growth and reputation;  
制定與 ESG 相關之策略、包括：識別、評估及監測可能影響本集團業務活動、業績、可持續增長及聲譽之 ESG 問題；
- (b) identifying ESG-related opportunities and risks that are important for the Group and makes recommendations to the Board;  
識別對本集團重要之 ESG 相關機遇及風險，並向董事會提出建議；
- (c) improving the Group's awareness and knowledge of ESG issues;  
提高本集團對 ESG 問題之關注及認識；
- (d) monitoring training and continuing professional development of the directors and executives of the Company in relation to the ESG issues;  
監察本公司董事及行政人員在 ESG 問題上具全面培訓及和持續專業發展；
- (e) overseeing the integration of strategically significant ESG policies into the business operations and strategy;  
監督把具有重點策略意義之 ESG 政策整合至業務運營及經營策略層面中；
- (f) facilitating communications with employees, investors, and other stakeholders with respect to ESG issues;  
就 ESG 問題促進與員工、投資者、及其他持分者之溝通；
- (g) assessing ESG risks, and advising on those of strategic significance to the Company and providing anticipatory and mitigation plans;  
評估 ESG 風險，就該等對公司具有策略意義之風險提出建議，並提供預期及舒緩方案；
- (h) reviewing material interests of the Group's key stakeholders and reporting their point of views on material issues to the Company in order to secure correct long term strategic direction;  
審視對本集團主要持分者之主要權利，並向公司報告他們對相關實質問題之觀點，以確保邁向正確的長遠策略方向；
- (i) reviewing and reporting the Group's sustainability performance, including but not limited to key performance indexes ("KPIs") and achievement to target, relative to comparable peers/historical records or other benchmarked to the Board;  
審視及報告本集團之可持續發展績效、包括但不限於：關鍵績效指標（「KPI」）及目標實現之情況，以對照可比同行/歷史記錄或董事會之其他既定基準；
- (j) reviewing and monitoring policies and practices of the Group in respect of compliance with the law and regulatory requirements;  
審視及監察本集團於遵守法律及監管要求各方面之政策及實踐；

- (k) formulating, reviewing and monitoring the relevant code of conduct and compliance manual (if any) of employees of the Group and the directors of the Company in relation to ESG issues; and  
就環境、社會及管治議題制定、檢討及監察本集團僱員及本公司董事之相關行為守則及合規手冊規章（如有）；及
- (l) reviewing and advising the Board on the preparation of the Environmental, Social and Governance Report (“**ESG Report**”) of the Company annually with regard to the Group’s performance on sustainability and compliance to the requirements and KPIs set out in the *Environmental, Social and Governance Reporting Guide* (Appendix 27 of the Listing Rules), and confirm and approve the ESG Report of the Company before submitting it to the Board for final endorsement.  
就本集團對環境、社會和管治項下所規定之要求及 KPI 在可持續發展方面之表現以及遵行情況，每年根據環境、社會和管治報告指引（上市規則附錄 27）就公司之環境、社會和管治報告（「ESG 報告」）之編制進行審查，及向董事會提出建議，並在提交董事會最終批准前確認及批核本公司之 ESG 報告。

### **Authority 權力**

18. The ESG Committee is authorized by the Board to investigate and report on any ESG activity within its terms of reference. It is authorised to seek any information it requires from any employee and/or the management of the Company and the Group regarding any data and matter relating to environmental, social and governance conditions of the Company and its subsidiaries and, if necessary, any associate or joint venture of the Group, in order to perform their duties.  
ESG 委員會獲董事會授權核查及報告涉及其職權範圍內之任何 ESG 活動。其已獲授權向本公司及本集團之任何員工及/或管理層要求與公司及其附屬公司、以及（如有必要）任何聯營公司或合資企業有關環境、社會和管治狀況之任何事項所需要之任何數據及信息，以履行其職責。
19. The ESG Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of professional outsiders with relevant experience and expertise if it considers this necessary.  
ESG 委員會獲董事會授權，可在其認為有需要時獲取外方法律或其他獨立專業意見，並確保具有相關經驗及專業資質之專業外方人員投入參與。
20. The ESG Committee shall be provided with sufficient resources by the Company to perform its duties in accordance with its Terms of Reference.  
公司須向 ESG 委員會提供足夠資源以根據其職權範圍履行其職責。

### **Reporting procedure 匯報程序**

21. The Secretary or his representative shall circulate the draft and final versions of minutes of any committee meeting and/or the ESG Reports to all members of the ESG Committee and the Board for their comment and records, within a reasonable time as available.  
秘書或其代表應在合理時間內向 ESG 委員會及董事會之所有成員傳閱任何委員會會議記錄之草本及最終版本及/或 ESG 報告，以徵求他們的意見及記錄。

**Publication of the Terms of Reference 職權範圍之刊發**

22. These Terms of Reference shall be posted on the website of the Company. It is available for inspection by the shareholders of the Company during normal business hours at the Company's principal place of business. A copy of the Terms of Reference shall be made available to any person without charge upon request.

本職權範圍須刊載於本公司網站上，供本公司股東在正常營業時間內於本公司主要營業地點查閱。本職權範圍的副本須根據要求免費提供給任何人士。

**Note:** If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

註：如本職權範圍之中英文版本有任何歧義，概以英文版本為準。