



# 中國建築興業集團有限公司

CHINA STATE CONSTRUCTION DEVELOPMENT HOLDINGS LIMITED

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

(Stock Code: 830)

## SUSTAINABILITY COMMITTEE

### TERMS OF REFERENCE

#### *Constitution*

1. Pursuant to the resolution passed on 16 August 2022 by the board (“**Board**”) of directors (“**Directors**”) of China State Construction Development Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”), a sustainability committee (“**Committee**”) was established as the sustainability committee of the Board.

#### *Membership and Quorum*

2. The Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the Board.

#### *Secretary*

4. The company secretary of the Company or his/her delegate shall be the secretary of the Committee (“**Secretary**”).
5. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

#### *Frequency of and attendance at meetings*

6. Meetings shall be held not less than twice a year and additionally as required.
7. 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.

### ***Notice of meetings***

8. Notice of meetings shall be given to all members of the Committee at least 7 days before the meeting.

### ***Voting***

9. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present.
10. In the case of an equality of votes, the Chairman of the Committee shall have the casting vote.

### ***Written resolutions***

11. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

### ***Performance of Duties***

12. The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

### ***Duties***

13. The duties of the Committee shall include:

#### ***Sustainability strategies and goals***

- (a) to develop, review and make recommendation to the Board on the Group's sustainability policies, vision, strategies, roadmaps, goals and management approach;
- (b) to monitor, review and report to the Board on the emerging sustainability trends and issues, the process to identify, evaluate and determine major sustainability issues of the Group, and prioritization of the issues to ensure those fit with the Group's development direction;
- (c) to monitor and review the Group's environmental, social and corporate governance policies and practices to ensure that they remain compliant with the applicable legal and regulatory requirements;

### Sustainability risks

- (d) to identify the potential risks and opportunities in relation to the sustainability issues of the Group (including climate-related risks and opportunities), assess the impact of such risks or opportunities on the Group, and ensure the major sustainability-related risks are included in the risk management framework of the Group;
- (e) to make recommendations to the Board on the sustainability-related risks and countermeasures;

### Sustainability performance

- (f) to review and monitor the implementation and performance of the Group's sustainability practices and ensure that they are carried out in accordance with applicable laws, regulations, and the Group's sustainability targets and policies;
- (g) to review annually the performance of the Group by assessing the sustainable goals and targets, performance indicators and the completion progress, and make recommendations on the strategies for improvement to the Board;
- (h) to oversee and review the policies and performance on how the Group engages and communicates with its stakeholders, and ensure that appropriate communications channels and policies are effectively implemented;

### Sustainability reporting

- (i) to assess, review and recommend to the Board for approval both the annual sustainability report and other public reporting with regard to the sustainability performance of the Group; and

### Other matters

- (j) to review and consider other sustainability-related matters outside these Terms of Reference if required to do so by the Board.

## **Reporting procedures**

14. The Committee shall report relevant matters of significance relating to sustainability to the Board through the Chairman of the Committee.