

IPE Group Limited
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)
國際精密集團有限公司*
(「本公司」)
(於開曼群島註冊成立的有限公司)

**TERMS OF REFERENCE FOR ENVIRONMENTAL, SOCIAL &
GOVERNANCE (“ESG”) COMMITTEE**
環境、社會及管治（「環境、社會及管治」）委員會的職權範圍

1. MEMBERSHIP 成員

- 1.1 Members of the ESG Committee (the “Committee”) shall be appointed and removed by the board of directors (the “Board”) of the Company.
環境、社會及管治委員會（「委員會」）的成員須由本公司董事會（「董事會」）委任及罷免。
- 1.2 The Committee must consist of three to six members, all of whom must be our directors.
委員會有三至六名成員，全部必須為董事。
- 1.3 The Chairman of the Committee shall be appointed by the Board.
委員會主席由董事會委任。

2. CHAIRMAN 主席

- 2.1 The Board shall appoint one of directors of the Company to be the Chairman of the Committee. In the absence of the Chairman and/or an appointed deputy at any meeting, the Committee will elect one of the members present to act as Chairman.
董事會須委任本公司其中一名董事為委員會主席。倘主席及／或獲委任的副主席未能出席任何會議，委員會將從出席成員中選出一位代理主席。
- 2.2 The Chairman of the Committee should attend the annual general meeting to answer shareholder questions on the Committee’s activities.
委員會主席須出席股東周年大會回答股東有關委員會事務的問題。

* for identification purposes only 僅供識別

3. SECRETARY 秘書

The secretary of the Company (the “Company Secretary”) shall be the secretary of the Committee. The Company Secretary or, in his/her absence, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

委員會的秘書由本公司秘書(「公司秘書」)出任。公司秘書(如其未能出席，則其委派的代表或由委員會在會議上委任的人士)應出席委員會會議及為會議作記錄。

4. PROCEEDINGS OF THE COMMITTEE MEETINGS 委員會會議的程序

Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regulating proceedings of directors’ meetings shall apply to the meetings of the Committee.

除下文另有指明外，載列於本公司的組織章程細則(不時作出修訂)有關規範董事會會議程序的條文，亦適用於委員會會議。

4.1 Quorum 法定人數

4.1.1 The quorum for meetings of the Committee shall be any two members.
委員會會議的開會法定人數為任何兩名成員。

4.1.2 Decisions shall be determined by simple majority and, in the event of a tie, the Chairman of the Committee shall have the casting vote.
決策應獲過半數法定人數贊同方可通過，若表決時票數相同，委員會主席會有決定性的一票。

4.2 Frequency of meetings 會議次數

The Committee shall meet not less than two times a year, and at such additional times as the Chairman of the Committee shall decide in order to fulfill its duties. Any Committee member may call a meeting of the Committee.

委員會應每年至少召開至少兩次會議，由委員會主席決定是否需要增加會議次數以履行其職責。任何委員會成員均可召開委員會會議。

4.3 Attendance at meetings 出席會議

4.3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

委員會成員可親自出席委員會會議，或透過其他電子溝通方式或由成員協定的其他方式參與會議。

4.3.2 Directors of non-committee members are entitled to attend the Committee’s meetings if they want to attend the Committee’s meetings.

倘非委員會成員的董事欲出席委員會會議，彼等有權出席委員會會議。

4.4 Notice of meetings 會議通告

4.4.1 A meeting of the Committee may be convened by any of its members or by the Company Secretary.

委員會會議可由其任何一位成員或公司秘書召開。

4.4.2 Unless otherwise agreed by all the members of the Committee, notice of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

除非委員會全體成員另作協議，否則委員會定期會議的通知應最遲在會議舉行日期前 14 天發出。對於委員會的所有其他會議，則應發出合理通知。

4.4.3 Agenda and accompanying supporting papers shall be sent, in full, to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

會議議程及全部相關會議文件應最遲在會議舉行日期前 3 天(或由成員協定的其他時限)送交委員會全體成員及(如適合)其他出席會議人士。

4.5 Minutes of meetings 會議記錄

4.5.1 The secretary of a Committee meeting shall record in sufficient detail the matters considered by the Committee and decisions reached, including the names of those present and in attendance and any concerns raised by any member of the Committee and/or dissenting views expressed.

委員會會議的秘書應對委員會在會議上所考慮事項及達致的決議作足夠詳細的記錄，其中應該包括出席會議人士的姓名和委員會成員提出的任何疑慮及/或表達的反對意見。

4.5.2 Draft and final versions of minutes of a Committee meeting shall be sent to all Committee members for their comments and records respectively, within a reasonable time after the meeting is held.

委員會會議記錄的初稿及最後定稿應在會議舉行後一段合理時間內發送予委員會全體成員，初稿供成員表達意見，最後定稿作其記錄之用。

4.5.3 Minutes of meetings of the Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

委員會的完整會議記錄應由公司秘書保存，若有委員會或董事會成員發出合理通知，應公開有關會議記錄供其在任何合理的時段查閱。

4.6 Written resolutions 書面決議案

Without prejudice to any requirement under the Listing Rules, written resolution may be passed and adopted by all members of the Committee.

在不影響《上市規則》的任何規定下，委員會可在全體成員同意下通過及採納書面決議案。

5. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE

委員會的責任及職權

5.1 The Committee's duties include but not limited to:

委員會的職責包括但不限於：

5.1.1 Formulate and review the Company and its subsidiaries' (the "Group") responsibilities, visions, strategies, frameworks, principles and policies of ESG and implement relevant policies approved by the Board;

制訂及審閱本公司及其附屬公司(「本集團」)有關環境、社會及管治的責任、前景、策略、框架、原則及政策，並實施董事會批准的相關政策；

5.1.2 Set relevant policy targets, key performance indicators ("KPIs") and measures that align with the Group's business model and effectively monitor the progress;

制定相關政策目標、關鍵績效指標(「關鍵績效指標」)及措施，以配合本集團的業務模式及有效地監察進度；

5.1.3 Identify issues related to the area of ESG arising from external factors;

識別因外部因素引致有關環境、社會及管治範疇的事宜；

5.1.4 Review and monitor ESG policies to ensure their continued effectiveness;

審閱及監察環境、社會及管治政策，以確保其持續有效；

5.1.5 Monitor staff training related to issues of ESG;

監察有關環境、社會及管治事宜的員工培訓；

5.1.6 Approve the Environmental, Social and Governance Report (the "ESG Report") and report to the Board; and

批准環境、社會及管治報告(「環境、社會及管治報告」)，並向董事會匯報；及

5.1.7 Report any new development of matters with its terms of reference to the Board when necessary.

於有需要時向董事會匯報有關其職權範圍的任何新進展。

5.2 The Committee's responsibilities include as follows:

委員會的職責包括：

- 5.2.1 Review the Company's annual report or special reports (if any) related to ESG;
審閱本公司年度報告或有關環境、社會及管治的特別報告(如有)；
- 5.2.2 Conduct internal and external materiality assessment through stakeholder engagement;
透過持份者參與進行內部及外部重要性評估；
- 5.2.3 Support, review and monitor existing ESG initiatives, activities and KPIs;
配合、審閱及監察現有環境、社會及管治舉措、活動及關鍵績效指標；
- 5.2.4 Identify ESG risks;
識別環境、社會及管治風險；
- 5.2.5 Implement and track ESG commitments;
實行及追蹤環境、社會及管治承諾；
- 5.2.6 Set up ESG related strategies and programme, which could include drafting a policy, assigning responsibility for ESG operations and setting up processes to manage ESG activities;
制定有關環境、社會及管治的策略及計劃，當中包括擬訂政策、明確環境、社會及管治運營的責任，並設定程序以管理環境、社會及管治活動；
- 5.2.7 Support the ESG data collection and reporting process;
配合環境、社會及管治數據收集及匯報程序；
- 5.2.8 Ensures compliance with relevant laws and regulations related to ESG matters;
確保遵守有關環境、社會及管治事宜的相關法律法規；
- 5.2.9 Set up sustainability goals for the business; and
設定業務的可持續目標；及
- 5.2.10 Report findings and recommendation to the Board.
向董事會匯報調查結果及推薦建議。

6. AUTHORITY AND RESOURCES 權力及資源

- 6.1 The Committee has the delegated authority of the Board in respect of the functions and powers in these terms of reference at the Group's expense.
委員會已獲董事會授權職權範圍的職責及權力，費用由本集團承擔。
- 6.2 The Committee may employ, instruct, appoint or retain any professional advisor as it considers necessary and appropriate in connection with its purposes.
委員會可在其認為必要和合宜的情況下聘用、指示、委任或留聘任何專業顧問。
- 6.3 In fulfilling its responsibilities, the Committee shall be unrestricted to interview staff at different levels, access the Group's relevant internal records and approach senior management. All employees of the Group are required to provide full cooperation.
於履行職責時，委員會可不受限制地與各級員工進行面談、取覽本集團的相關內部記錄及與高級管理層會面。本集團全體僱員均須全力配合。

7. REPORTING PROCEDURES 匯報流程

- 7.1 Members of the Committee shall arrange and prepare minutes of all resolutions and proceedings of the Committee, including names of all those present and in attendance at meetings of the Committee. The matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed, shall be recorded in sufficient details in the minutes of the Committee's meetings;
委員會成員須安排及擬備委員會的所有決議及會議記錄，包括包括所有出席及列席委員會會議者的姓名。委員會的會議記錄應對委員會成員在會議上所考慮的事項及達致的決定作足夠詳細的記錄，其中應該包括委員會成員提出的任何疑慮及表達的反對意見；
- 7.2 The minutes of Committee meetings shall be circulated by the Secretary of the Committee to all members in reasonable time for their comments and records by the Committee members. Such minutes shall also be made available, if requested, to other members of the Board; and
委員會會議的會議記錄須由委員會秘書在合理時間送交全體成員傳閱，以供委員會成員評論及存檔。董事會其他成員亦可取覽有關會議記錄(如有要求)；及
- 7.3 The Committee shall report its deliberations to the Board.
委員會須向董事會匯報其審議結果。

8. REVIEW 檢討

The Board shall review the composition and the terms of reference of the Committee at any time they think fit.

董事會須在其認為適宜的任何時候檢討委員會的成員組成及職權範圍。

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

註：如本文件的英文及中文版本有任何差異，概以英文版本為準。

Date: 25 November 2019

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