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**Terms of Reference for the  
Environmental, Social and Governance Committee of  
Tongcheng-Elong Holdings Limited  
同程藝龍控股有限公司  
(the “Company”)**

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## Definitions

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

**Environmental, Social and Governance Committee** means the Environmental, Social and Governance Committee established by the resolution of the Board in accordance with clause 2 of these Terms.

**Board** means the board of directors of the Company.

**Company Secretary** means any one of the joint company secretaries of the Company.

**Directors** mean the directors of the Board.

**Group** means the Company and its subsidiaries, consolidated affiliated entities and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) their predecessors.

**Listing Rules** mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

**PRC** means the People's Republic of China, and for the purposes of this clause only, excluding the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan.

**Senior Management** means the president, chief executive officer, chief financial officer, chief operating officer, vice president and any other executives of the Group appointed as the senior management of the Company pursuant to the decision of the Board from time to time; other management officers of the Company whose remuneration package is, or is proposed to be, more favourable than that of other officers appointed by the Board; and other persons who are deemed as senior management by the Remuneration Committee of the Company.

**Shareholders** mean the shareholders of the Company.

**Stock Exchange** means The Stock Exchange of Hong Kong Limited.

## Constitution

2. The Environmental, Social and Governance Committee was established by the resolution of the Board on November 22, 2021.

## **Membership**

3. The members of the Environmental, Social and Governance Committee shall be appointed by the Board from amongst the Directors of the Company, and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. The quorum of a meeting of the Environmental, Social and Governance Committee shall be any two members of the Committee and one of whom must be an independent non-executive Director. Any resolution proposed at a meeting of the Environmental, Social and Governance Committee shall be approved by a majority of the members of the Environmental, Social and Governance Committee who attend and vote at the meeting (including the affirmative vote cast by the chairman of the Environmental, Social and Governance Committee). In the event of equal votes, the chairman of the Environmental, Social and Governance Committee is entitled to have a casting vote in addition to other votes he should have originally. Or, a decision of the Environmental, Social and Governance Committee may be approved by a written resolution signed unanimously by each member of the Environmental, Social and Governance Committee.
4. The chairman of the Environmental, Social and Governance Committee must be an independent non-executive Director and shall be appointed by the Board.

## **Frequency and Procedure of Meetings**

5. Unless otherwise stated herein, the meetings shall be conducted in accordance with the provisions of the rules of procedure for Board meetings as set out in the Articles of Association of the Company.
6. At least one meeting shall be held in each year. A meeting must be convened by the chairman of the Environmental, Social and Governance Committee at the request of any member of the Committee.
7. The agenda and the relevant papers for a meeting should be delivered completely and timely to all Directors, and shall be sent out in a timely manner at least 3 days before the intended date for convening the meeting (or other timeline as agreed by all members of the Committee).
8. The Senior Management shall be responsible for providing sufficient information to the Environmental, Social and Governance Committee in a timely manner to facilitate the making of informed decision. The information provided must be complete and reliable. Where more detailed information is requested by the Directors than those provided by the Senior Management, the relevant Directors should make further enquiries. The Board and each of the Directors may contact the Senior Management individually and independently.
9. The Company Secretary shall be the secretary of the Environmental, Social and Governance Committee.

## **Authority**

10. The Environmental, Social and Governance Committee is authorized by the Board and may investigate into any matters within its terms of reference. The Environmental, Social and Governance Committee is authorized to obtain all sorts of information it requires from any employees; and all employees are directed to act cooperatively with respect to any request made by the Environmental, Social and Governance Committee.
11. If necessary, the Environmental, Social and Governance Committee should seek external independent professional advice to facilitate performing its duties, and the expenses shall be borne by the Company. The Environmental, Social and Governance Committee shall be solely responsible for formulating the selection criteria, selecting, appointing and setting the terms of reference for all external advisers engaged by the Environmental, Social and Governance Committee to provide advice.
12. Working groups will be established under the Environmental, Social and Governance Committee and shall be responsible for day-to-day coordination, preparing the meetings of the Environmental, Social and Governance Committee, and executing the relevant resolutions passed by the Environmental, Social and Governance Committee.

## **Duties**

13. The duties of the Environmental, Social and Governance Committee shall include:
  - (a) Reviewing the performance of the Group with respect to environmental, social and governance matters, including but not limited to the following issues, and reporting and making recommendations to the Board;
    - i. Environmental: Manage and reduce the impact arising from the Company's operating process on the environment, such as responsive measures against climatic changes and carbon neutrality, management of water resources and management of emissions;
    - ii. Social: Manage the impact arising from the Company's operating process on the stakeholders of various social sectors, including users, employees, suppliers and communities, such as the impact on privacy and data security of users, customer service, employees' benefits and development, respect for human rights and diversity, charity and social welfare; and
    - iii. Governance: Enhance the internal corporate governance of the Company, such as commercial integrity and anti-corruption supervision, anti-money laundering and anti-unfair competition, public transparency and disclosure of non-financial information.

- (b) Responsible for formulating the Group's vision, objective, management direction and strategies for environmental, social and governance issues, reviewing the status of achieving targets on regular basis and reporting and making recommendations to the Board;
- (c) Identifying and assessing the relevant risks and opportunities of the Group in respect of environmental, social and governance areas;
- (d) Identifying and managing important environmental, social and governance matters that have material impact on the Group's operation and/or the interest of other important stakeholders, and reporting and making recommendations to the Board;
- (e) Reviewing, evaluating and, if necessary, adopting and updating the relevant environmental, social and governance policies of the Group to ensure compliance with legal and regulatory requirements;
- (f) Supervising and providing guidance to the environmental, social and governance working groups to fully implement the Group's environmental, social and governance policies and related activities;
- (g) Supervising and managing the communication channels and methods with the Group's stakeholders to ensure effective communication can be achieved between the Group and the stakeholders;
- (h) Evaluating internal and external opinions on the Group's performance in respect of environmental, social and governance tasks, and reporting and making recommendations to the Board in respect of improving the relevant tasks;
- (i) Reviewing the Group's environmental, social and governance reports disclosed externally, and reporting and making recommendations to the Board;
- (j) Reviewing and evaluating the Group's environmental, social and governance results, the performance and terms of reference of the Environmental, Social and Governance Committee, to ensure maximizing the effectiveness of the operation of the Environmental, Social and Governance Committee, and reporting and making recommendations to the Board;
- (k) Other matters authorized by the Board.

## **Reporting Procedures**

14. All minutes of meetings of the Environmental, Social and Governance Committee should be kept by a duly appointed secretary (who should normally be the Company Secretary or the representative appointed by the Company Secretary), these minutes shall be available for inspection by any Director within a reasonable period after a reasonable notice is served by such Director.
15. The minutes of meetings of the Environmental, Social and Governance Committee should record sufficient details of the matters considered and the decisions arrived at the meetings, including, among other things, all concerns raised by the Directors and the dissenting views expressed by the members. After conclusion of a meeting, the first and final versions of the minutes of meeting will be delivered successively to all members of the Environmental, Social and Governance Committee for their comments and records respectively, and the abovementioned procedures must be completed within a reasonable period after the meeting.
16. Without prejudice to the generality of the duties of the Environmental, Social and Governance Committee as set out above, the Environmental, Social and Governance Committee should report to the Board all the decisions and recommendations made by it, and should always keep the Board informed of the Committee's decisions and recommendations, unless the Environmental, Social and Governance Committee is prohibited from such reporting under legal or regulatory restrictions.

## **Provision of Terms of Reference**

17. The Environmental, Social and Governance Committee should provide the terms of reference upon request, and the same should be uploaded to the website of the Stock Exchange and the website of the Company, to explain its duties and responsibilities and the authority granted by the Board.