

# HANGZHOU TIGERMED CONSULTING CO., LTD

## TERMS OF REFERENCE OF THE ENVIRONMENT, SOCIAL AND GOVERNANCE MANAGEMENT COMMITTEE

(Adopted by the Board of Directors on April 29, 2021)

### Chapter 1. General Provisions

Ruel 1. The Environment, Social and Governance (“ESG”) Management Committee (the “**Committee**”) is an internal committee of Hangzhou Tigermed Consulting Co., Ltd (the “**Company**”) and undertakes responsibilities for reporting on ESG work to the Company’s top management, which is supervised by the Board of Directors of the Company (the “**Board**”).

Ruel 2. The goal of the Committee is to establish a sustainable enterprise, promote ESG development of the Company and its subsidiaries (the “**Group**”), perfect the continuous improvement of the Group’s ESG management and performance, enhance the recognition of capital market for the Group’s ESG work.

Ruel 3. In this context, references in these terms of reference to ESG shall be construed to cover the following aspects (which are all of equal importance):

- (a) corporate sustainability;
- (b) corporate social responsibility;
- (c) environmental;
- (d) health and safety; and
- (e) business conduct and ethics

## Chapter 2. Constitution

Ruel 4. The Committee shall be composed of at least three members, which must include at least one member of the Board. The other members who are not a director of the Board shall be senior management of the Company whose work is related to the Company's ESG matters.

Ruel 5. The appointment and removal of Committee members shall be nominated by the members of the Board and agreed upon by the Board.

Ruel 6. The Committee shall have a chairman, who shall be a member of the Board. The chairman of the Committee (the "**Chairman**") shall be responsible for the work of the Committee. If the Chairman is not able to perform the duties at any Committee meeting, the chairman of the Board elects one of the members present to act as chairman. The Chairman shall report to the Board on behalf of the Committee on a regular basis.

Ruel 7. ESG Leading Group and ESG Working Group are formed under the Committee, responsible for the implementation of the Company's ESG work.

Ruel 8. ESG Leading Group shall include all Committee members and be responsible for promoting the implementation and execution of the Company's ESG strategy. The Committee shall appoint a leader of ESG Leading Group who should normally be the Chairman. The leader of ESG Leading Group (i.e., the Chairman) shall take in charge of the achievement of the Company's ESG objectives, and may appoint other key management personnel in the Group whose work is related to ESG matters as a member of ESG Leading Group as appropriate.

Ruel 9. ESG Working Group consists of the Company's internal departments related to ESG work. ESG Working Group shall be responsible for the implementation of ESG strategy and policies, under the guidance of ESG Leading Group. ESG Working Group shall have a leader, who is appointed by the leader of ESG

Leading Group (i.e., the Chairman). The leader of ESG Working Group shall be responsible for coordinating all the departments to ensure that the Company's ESG objectives are advanced in an orderly manner, and shall report to ESG Leading Group on behalf of ESG Working Group.

### **Chapter 3. Areas of Responsibility**

Ruel 10. The Committee's responsibilities shall include the following:

- (a) guide and formulate the Group's ESG vision, objectives, strategies and structure to ensure that they are in line with the needs of the Group and comply with applicable laws, regulations, regulatory requirements and international standards;
- (b) review the Group's ESG performance and the progress of the objectives on a regular basis, and provide suggestions on the actions to be taken to improve performance;
- (c) identify and assess the Group's ESG risks and opportunities and their material impact on operation and business, rank material issues, establish and review the effectiveness and adequacy of the ESG structure and internal control systems accordingly;
- (d) promote a top-down corporate culture that ensures the integration of ESG considerations into management and business decision-making processes;
- (e) monitor the channels and means of communication with the Group's stakeholders and ensure the effectiveness of relevant policies;
- (f) prepare the Company's annual ESG report and submit it to the Board for review; continuously improve the quality of information disclosure and provide suggestions for improvement;

- (g) review and assess the performance and terms of reference of the Committee, take necessary measures to ensure that the Committee operates to maximum effectiveness, and make recommendations to the Board for the approval of reasonable adjustment; and
- (h) all other matters delegated to the Committee by the Company's top management or the Board.

#### **Chapter 4. Authority and Powers**

Ruel 11. The Committee may:

- (a) delegate certain of its responsibilities to sub-committees comprising one or more of its members with such powers as are necessary to discharge the relevant responsibilities;
- (b) delegate to the Chairman authority to make decisions on matters which may need attention between Committee meetings, with such decisions to be reported or ratified in the next meeting of the Committee; and
- (c) review or consider matters outside these terms of reference if required to do so by the Company's top management.

Ruel 12. The Committee is authorized to:

- (a) have access to such training and resources (including employees) in order to carry out its duties as it may consider appropriate;
- (b) obtain, at the Company's expense, any advice or support from external advisers or experts including ESG consultants and legal advisers; and
- (c) have access to any information, record or report from any Group employee in order to perform its duties and request any employee to attend Committee meetings and answer questions as and when required.

## Chapter 5. Reporting Procedures and Frequency of Meetings

- Ruel 13. The Committee shall meet at least 2 times every year. Additional meetings shall be held at the request of the Chairman. Notice shall be sent to all Committee members three days before the meeting date. In case of emergency or special circumstances, the requirement of notice may be waived upon approval of the Chairman and the notice of meeting may be sent at any time thereafter; however, the Chairman shall make an explanation on such waiver of the requirement of notice at the meeting. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all Committee meetings.
- Ruel 14. Three members shall constitute a quorum. Each member shall be entitled to one vote. Decisions shall be made by simple majority and, in the event of a tie, the Chairman shall have the casting vote.
- Ruel 15. Committee members shall attend Committee meetings in person and express his/her clear opinion on matters discussed at the meetings. In the absence of a Committee member at any meeting, he/she may submit a letter of authorization to designate another member to perform the duties on his/her behalf. The letter of authorization shall be submitted to the presiding officer before the voting at the meeting.
- Ruel 16. The Committee shall vote by a show of hands or by a poll. Meetings can be convened by voting through electronic communications.
- Ruel 17. The leader of ESG Working Group may attend Committee meetings. Members of the Board / the Company's Management, or members of ESG Leading Group / ESG Working Group, as well as external advisors may also be invited by the Chairman to attend Committee meetings, as appropriate. However, non-committee members have no voting rights.

Ruel 18. Minutes will be taken for all Committee meetings, and Committee members who attend the meeting will sign the meeting sign-in record. Minutes will be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records respectively within a reasonable time after the meeting. The leader of ESG Working Group or his/her nominee shall be the secretary of the Committee.

Ruel 19. The resolutions passed at the Committee meeting shall be reported by the Chairman in writing to the Board.

Ruel 20. The Committee members and the person attending Committee meetings shall have the obligation of confidentiality to the proceedings of the meeting and shall not disclose the relevant information without authorization.

### **Chapter 6. Supplementary Provisions**

Ruel 21. These terms of reference shall be adopted and be interpreted by the Board.

Ruel 22. These terms of reference shall be updated and revised by the Committee and submitted to the Board for adoption, as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.