



CK Infrastructure Holdings Limited 長江基建集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1038)

SUSTAINABILITY COMMITTEE – TERMS OF REFERENCE

1. Objectives

1.1 The objectives of the Sustainability Committee (the “Committee”) of CK Infrastructure Holdings Limited (the “Company” together with its subsidiaries, the “Group”) is to oversee management and advise the board (the “Board”) of directors (the “Directors”) on the development and implementation of the sustainability initiatives of the Group, including reviewing the related environment, social and governance (“ESG”) policies and practices, and assessing and making recommendations on matters concerning the Group’s sustainability development and ESG risks.

2. Membership

2.1 Members of the Committee (“Members”) shall be appointed by the Board.

2.2 The Committee shall comprise the following members:

- (1) at least one Executive Director;
- (2) at least one Independent Non-executive Director; and
- (3) the Company Secretary.

2.3 The Chairman of the Committee shall be appointed by the Board.

2.4 The Committee may delegate certain of its responsibilities to working groups with such powers as are necessary to discharge the responsibilities of the Committee. The Committee will establish a sustainability working group comprising members, among others as may be appointed by the Chairman of the Committee, designated by the management team spanning across the administration department, business development department, China infrastructure department, company secretarial department, corporate affairs department, corporate finance department, finance & accounting department, human resources department, information technology department, internal audit department, international business department, legal department, planning & investment department, Australian Energy Operations, Australian Gas Networks, Canadian Midstream Assets, Canadian Power, Dampier Bunbury Pipeline, Dutch Enviro Energy, Energy Developments, EnviroNZ, ista, Multinet Gas, Northern Gas Networks, Northumbrian Water, Park’N Fly, Reliance Home Comfort, SA Power Networks, Seabank Power, UK Power Networks, UK Rails, United Energy, Victoria Power Networks, Wales & West Gas Networks, Wellington Electricity, Power Assets (including HK Electric), Green Island Cement and Alliance Construction.

3. Secretary

- 3.1 The Company Secretary shall be the secretary of the Committee.
- 3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

4. Meetings

- 4.1 The Committee shall meet at least twice a year and additionally as required.
- 4.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Committee shall be any two Members.
- 4.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 4.7 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Members' inspection.

5. Attendance at Meetings

- 5.1 At the invitation of the Committee, Directors, executives and other persons may attend all or part of any meetings.
- 5.2 Only Members are entitled to vote at the meetings.

6. Responsibility, Powers and Discretion

The Committee shall have the following responsibilities, powers and discretion:

- 6.1 to propose and recommend to the Board on the Group's corporate social responsibility and sustainability objectives, strategies, priorities, initiatives, goals and targets;
- 6.2 to oversee, review and evaluate actions taken by the Group in furtherance of the corporate social responsibility and sustainability priorities, goals and targets, including coordinating with the business units of the Group and ensuring that their operations and practices adhere to the relevant priorities and goals;
- 6.3 to review and report to the Board on sustainability and ESG risks and opportunities;
- 6.4 to monitor, evaluate and review emerging corporate social responsibility and sustainability-related issues, trends and best practices that could impact the business operations and performance of the Group;
- 6.5 to oversee and review the Group's corporate social responsibility and sustainability and ESG policies, practices, frameworks and management approach, and to recommend improvements;
- 6.6 to consider the impact of the Company's corporate social responsibility and sustainability on its stakeholders, including employees, shareholders, local communities and the environment;
- 6.7 to review and advise the Board on the Company's public communication, disclosure and publications (including the Sustainability Report) as regards to its corporate social responsibility and sustainability performance; and
- 6.8 to perform such further functions related or incidental to the foregoing which the Committee deems appropriate.

7. Reporting Responsibilities

- 7.1 The Committee shall report to the Board on its decisions and recommendations.

8. Authority

- 8.1 The Committee is authorised by the Board to seek any information it requires from key personnel of the Company and department heads and executives of the relevant business units and operating subsidiaries of the Group in order to perform its duties.
- 8.2 The Committee is authorised by the Board where necessary to have access to independent professional advice.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

- 8.3 The Committee shall be provided with sufficient resources to perform its duties.

9. Publication of the Terms of Reference

- 9.1 The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.