



TI Cloud Inc.
天潤云股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2167)

(hereafter the “Company”)

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
(THE “COMMITTEE”) – TERMS OF REFERENCE**

Effective on December 27, 2024

1 Purpose

1.1 The Environmental, Social and Governance (“ESG”) Committee (the “ESG Committee”) is established by the board of directors of the Company (the “Board”) to provide comprehensive oversight of the ESG practices and initiatives of the Company. The ESG Committee serves as the central coordinating body for ESG matters across all departments and operations.

2 Members

2.1 The members of the ESG Committee shall be appointed by the Board and the Committee should comprise a minimum of three members, one of the members must be independent non-executive directors of the Company.

2.2 The ESG Committee must be chaired by an executive director within the ESG Committee appointed by the Board.

3 Secretary

3.1 The company secretary of the Company shall act as the secretary of the ESG Committee.

3.2 The ESG Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the ESG Committee.

4 Meeting

4.1 The ESG Committee should meet at least once a year. The chairman or chairlady of the ESG Committee may request the convening of an interim meeting in the event of an important matter requiring a resolution.

4.2 Due notice should be given for any meeting unless such notification is waived by all members of the ESG Committee. Notwithstanding the notification period, the attendance of the members of the ESG Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.

- 4.3 The quorum necessary for the transaction of business of the ESG Committee shall be two members of the ESG Committee.
- 4.4 Resolutions of the ESG Committee shall be passed by more than half of its members. In case of an equality of votes, the chairman or chairlady shall have a casting vote.
- 4.5 A resolution passed and signed by all members of ESG Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 4.6 Full minutes of ESG Committee meeting should be kept by the company secretary or the duly appointed secretary of the ESG Committee and be available for review by the directors.

5 Meeting Attendance

- 5.1 Upon the invitation from the ESG Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, the chief financial officer, external advisor and other persons can be invited to attend all or part of any meeting.
- 5.2 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the ESG Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

6 Annual General Meeting

- 6.1 The chairman or chairlady of the ESG Committee or (if absent) the other member of the ESG Committee should attend the Company's annual general meeting and handle the shareholders' enquiry related to the ESG Committee's activities and responsibilities, etc.

7 Duties and Powers

The ESG Committee shall have the following duties and powers:

- 7.1 To review, endorse and report to the Board on the Company's ESG standards, priorities and goals and to oversee the Company's strategies, policies and practices on sustainability and ESG matters to attain those standards and goals.
- 7.2 To oversee, review and evaluate actions taken by the Company in furtherance of the ESG priorities and goals, including coordinating with the business divisions of the Company and ensuring that their operations and practices adhere to the relevant priorities and goals.
- 7.3 To monitor and review emerging sustainability issues and trends in national and international standards that could impact the business operations and performance of the Company, such as key international ESG trends in legislation, regulation, litigation and public debate; peers analysis on ESG performance and climate related risks and opportunities.

- 7.4 To monitor and evaluate the impact of the Company's ESG performance on its stakeholders, including employees, shareholders, local communities and the environment, and to conduct climate-related risk and opportunities management and propose corrective action plans when needed.
- 7.5 To review, evaluate, advise and lead the preparation of the Company's public communication, disclosure and publications in relation to ESG matters (including but not limited to the disclosure in the ESG report in the Company's annual report), to maintain the integrity of reporting and to ensure the compliance with relevant disclosure requirements concerning ESG matters.
- 7.6 To formulate, monitor and review the overall climate-related strategy and approach of the Company, including:
 - 7.6.1 overseeing climate-related risks and opportunities (encompassing physical and transition risks);
 - 7.6.2 coordinating climate-related initiatives across departments, setting and reviewing targets and key initiatives;
 - 7.6.3 maintaining effective communication channels with other committees to ensure comprehensive awareness and response to climate-related issues affecting the Company; and
 - 7.6.4 to ensure the climate strategy aligns with organizational objectives and regulatory requirements while facilitating cross-functional collaboration on climate action implementation.

8 Reporting

- 8.1 The ESG Committee shall report to the Board after each of its meetings.

9 Authority

- 9.1 The ESG Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties.
- 9.2 The ESG Committee should have the authority to request and gather information from external parties associated with the Company, as needed for the preparation of ESG reports or for Committee meetings.
- 9.3 The ESG Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the ESG Committee.
- 9.4 The ESG Committee should be provided with sufficient resources to perform its duties.

The terms of reference will be posted on the Company's website and on the Stock Exchange's website. The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.