

CIM FINANCIAL SERVICES LTD ('CFSL')
ESG Committee ('ESGC')
Terms of Reference

1. Objective

- 1.1. The objective of the ESGC is to:
- 1.1.1 assist the Corporate Governance and Conduct Review Committee (CGCRC) of CFSL with the performance of its duties by defining and monitoring strategies, policies, and practices related to Environmental, Social, and Governance (ESG) issues within the Scope of the Committee to enable CFSL to integrate relevant ESG (including CSR) considerations into its business operations and strategic decision-making; and
 - 1.1.2 assist on such other matters related to ESG (including CSR) as may be referred to it by the CGCRC and ultimately the Board and ensures that all stakeholders receive appropriate information about CFSL's ESG (including CSR) activities.

2. Scope

- 2.1. The ESGC is to:
- 2.1.1 develop and recommend to the CGCRC proposed ESG (including CSR) strategies, framework and policies;
 - 2.1.2 propose and review the Corporate Social Responsibility plan (including the budgets) of the Cim Group annually;
 - 2.1.3 oversee the implementation of ESG (including CSR) initiatives and monitor their effectiveness;
 - 2.1.4 ensure compliance with ESG (including CSR) related laws, regulations, and standards;
 - 2.1.5 monitor how the ESG (including CSR) Strategy's ongoing implementation compares to ESG (including CSR) strategies adopted by competitors, the expectations of regulators, and more general ESG (including CSR) trends;
 - 2.1.6 review and assess ESG (including CSR) risks and opportunities;
 - 2.1.7 provide guidance on ESG (including CSR) reporting and disclosures;
 - 2.1.8 promote ESG (including CSR) awareness and integration within the organisation;
 - 2.1.9 have oversight of how the ESG (including CSR) Strategy is communicated internally and externally; and
 - 2.1.10 review the results of any assessments or independent audits of the Group's performance in relation to ESG (including CSR) matters and management's response in relation thereto.

3. Membership and Composition

- 3.1. The ESGC shall consist of a maximum of 6 members made up of:
- 3.1.1. 2 non-executive/independent directors; and
 - 3.1.2. 4 members of CFSL's Management's Team, including the Group Chief Executive Officer and the Group Financial Officer.
- 3.2. The Board shall appoint the Chairman of the ESGC. In the absence of the Chairman of the ESGC, the members of the ESGC shall elect a chairman from amongst the non-executive/independent directors present at the meeting to chair the meeting.
- 3.3. Any board director shall have a standing invitation to join any meeting of the ESGC.

3.4. The members of the ESGC shall be remunerated per meeting attended at same basis as for attendance fees paid for other board committees.

3.5. Permanent invitees will include the ESG Manager and the CSR Lead. The Chair of the Committee may request other persons to attend for all or part of any committee meeting, as and when appropriate

4. Committee administration

4.1. Meetings of the ESGC will be held on a quarterly basis.

4.2. The Chairman of the ESGC may call a meeting at any other time. The Chairperson may also convene a meeting upon the request of any Committee member who considers it necessary.

4.3. The notice of each meeting of the ESGC confirming the venue, time and date and enclosing an agenda of items to be discussed shall, other than under exceptional circumstances, be forwarded to each member of the Committee not less than five working days prior to the date of the meeting.

5. Secretary

5.1. The Company Secretary of the Company shall be the Secretary of the ESGC.

6. Delegation of Authority

6.1. The ESGC shall have the authority to appoint external advisors at CFSL's expense, as it determines to be reasonable to enable it to discharge the Committee's responsibilities, provided the total fees payable to such advisors do not exceed 5% of the value of the project on which it needs advisory support.

First version adopted by the ESGC on: 03 December 2024

First version approved by the Board of CFSL on: 12 December 2024