

CHINA MOBILE LIMITED

Sustainability Committee

Terms of Reference

These terms of reference (the “**Terms of Reference**”) of the sustainability committee (the “**Sustainability Committee**” or the “**Committee**”) of the board of directors of China Mobile Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) are formulated to set forth the composition, duties and procedural rules of the Committee in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKSE Listing Rules**”), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (《上海證券交易所股票上市規則》, the “**SSE Listing Rules**”, together with the HKSE Listing Rules, the “**Listing Rules**”) and other laws, regulations and normative documents, as well as the Articles of Association of China Mobile Limited (the “**Articles of Association**”) and the actual situation of the Company.

Members

1. The members of the Sustainability Committee shall be appointed by the board of directors from amongst the executive directors and the independent non-executive directors.
2. The chairman of the Sustainability Committee shall be appointed by the board of directors.
3. The quorum for meetings of the Sustainability Committee shall be two members.

Secretary

4. The company secretary shall be the secretary of the Sustainability Committee.

Frequency of meetings

5. The Sustainability Committee shall meet at least once a year.
6. A meeting may be held as a physical meeting, by means of electronic communication (such as telephone conference, video conference or other forms of electronic communication), through written resolutions or by other means.

Consultation

7. The board of directors authorises the Sustainability Committee to seek appropriate independent professional advice at the Company’s expense within or outside the Group as the Sustainability Committee deems necessary.

Duties

8. The duties of the Sustainability Committee are:

- to discuss issues related to environmental, social and governance matters, to propose and make recommendations to the board of directors on the Company's corporate social responsibility and sustainability objectives, strategies, priorities, initiatives and goals, and to report to the board of directors on its decisions;
- to oversee, review and evaluate actions taken by the Company in furtherance of the corporate social responsibility and sustainability priorities and goals, including coordinating with the business divisions and ensuring that their operations and practices adhere to the relevant priorities and goals;
- to review and report to the board of directors on sustainability risks and opportunities;
- to consider the impact of the Company's corporate social responsibility and sustainability on its stakeholders, including employees, shareholders, local communities and the environment;
- to develop and review policies and practices on corporate governance, including reviewing the Company's compliance with the Corporate Governance Code as set out in Appendix C1 to the HKSE Listing Rules, and make recommendations to the board of directors;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to review and monitor the training and continuous professional development of directors and senior management;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- to review and make recommendations to the board of directors on the Company's public communication, disclosure and publications (including the Sustainability Report and the Corporate Governance Report) as regards to its performance in corporate social responsibility, sustainability and corporate governance; and
- to perform such further functions related or incidental to the foregoing which the Sustainability Committee deems appropriate.

Authority

9. The Sustainability Committee is authorised by the board of directors to seek any information it requires from senior management of the Company and the business divisions in order to perform its duties.
10. The Sustainability Committee shall be provided with sufficient resources to perform its duties.

Minutes of meetings

11. Minutes of meetings of the Sustainability Committee shall be sent to all members of the board of directors.

Performance review

12. The Sustainability Committee shall review its performance regularly with reference to the authorities and duties set out herein.

Amendments

13. These Terms of Reference may be amended by the board of directors of the Company.
14. For matters not covered by these Terms of Reference or where there is a conflict between these Terms of Reference and relevant applicable laws, regulations, normative documents, the Articles of Association and other requirements (the “**Applicable Regulations**”), the Applicable Regulations shall prevail. If the Applicable Regulations change after these Terms of Reference come into force such that there is a conflict between these Terms of Reference and the Applicable Regulations, the Company shall amend these Terms of Reference in a timely manner and ensure that mandatory requirements in the Applicable Regulations are complied with at all times.
15. These Terms of Reference shall take effect from 1 January 2024 after approval by the board of directors.