



瑞安房地產  
SHUI ON LAND

## Shui On Land Limited 瑞安房地產有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 272)

### TERMS OF REFERENCE OF STRATEGY COMMITTEE

#### Definitions

1. For the purposes of these terms of reference (the **Terms**):

**Board** means the board of directors of the Company.

**Company** means Shui On Land Limited.

**Directors** mean the members of the Board.

**Group** means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor.

**Senior Management** means the chairman, vice chairman, chief executive officer, chief operating officer, chief financial officer and any other officer of the Group determined by the Board from time to time as senior management of the Company, and references to “Senior Management” include any one or more of the afore-mentioned persons who constitute Senior Management for the time being.

**Shareholders** mean the shareholders of the Company.

**Stock Exchange** means The Stock Exchange of Hong Kong Limited.

**Strategy Committee** means the Strategy Committee established by the resolution of the Board in accordance with clause 2 of these Terms.

\* For identification purposes only

April 2021

## **Constitution**

2. The Board has resolved to establish a committee of the Board to be known as the Strategy Committee.

## **Membership**

3. The members of the Strategy Committee shall be from time to time appointed by the Board and shall consist of not less than three members. The quorum for meetings of the Strategy Committee shall be two members. The chairman of the Strategy Committee shall be appointed by the Board and can be co-chair if the Board shall deem appropriate.

## **Frequency and conduct of meetings**

4. Meetings of the Strategy Committee shall be held not less than twice a year. The Strategy Committee shall meet as and when necessary or as requested by any member of the Strategy Committee.
5. Decisions shall be determined by simple majority and, in the event of a tie, the chairman of the Strategy Committee shall have the casting vote. Unless specified by these Terms, meetings and proceedings of the Strategy Committee shall be governed by the Company's Articles of Association regulating the meetings and proceedings of the Directors.
6. An agenda and accompanying papers should be sent in full to all members of the Strategy Committee in a timely manner and at least 3 days before the intended date of a meeting of the Strategy Committee (or such other period as agreed by its members).
7. Members of the Strategy Committee shall attend the Strategy Committee meetings. Other members of the Board or the Senior Management or any other officer of the Group may be invited by the member(s) of the Strategy Committee to attend, as appropriate. External advisers and consultants may also be invited to attend the Strategy Committee meetings.

## **Annual General Meetings**

8. The chairman of the Strategy Committee shall, as far as practicable, attend the Company's annual general meetings and be prepared to respond to any Shareholder's questions on the Strategy Committee's activities.

## **Authority**

9. The Strategy Committee is authorised by the Board to investigate any activity within these Terms.

10. The Strategy Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Strategy Committee shall be provided with sufficient resources to discharge its duties. The Strategy Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Strategy Committee.

### **Duties**

11. The duties of the Strategy Committee shall include:
  - a) provide guidance on the long-term strategic positioning and vision plan of the Group, including future positioning, strategic direction, business model and growth strategy;
  - b) provide guidance on the medium to long-term challenges of the Group;
  - c) review and make recommendations to the Board on the formulation of the near to medium-term strategic focus, including the strategic development plan, and evaluate and monitor the implementation of such plans and proposals;
  - d) review and make recommendations to the Board on the annual operational plans and business proposals for the Company;
  - e) review and make recommendations to the Board for the expansion to new markets, launch of new businesses and research and development of new products of the Company;
  - f) study changes on economic environment and make recommendations to the Board for potential changes to relevant development plans and proposals;
  - g) study and make recommendations to the Board on material issues influencing the Company's development; and
  - h) perform such other duties as the Board may from time-to-time delegate to the Strategy Committee.

### **Reporting procedures**

12. Minutes of the Strategy Committee's meetings shall be kept by a duly appointed secretary of the meeting and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
13. Minutes of meetings of the Strategy Committee shall record in sufficient detail the matters considered by the Strategy Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Strategy Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
14. Without prejudice to the generality of the duties of the Strategy Committee set out in these Terms, the Strategy Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

*April 2021*

**Terms available**

15. The Strategy Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.

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