



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 SUSTAINABILITY COMMITTEE

Definitions

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

Board means the board of directors of the Company.

Company means Shui On Land Limited.

Directors mean the members of the Board.

ESG means the aspects as stipulated in the Guide.

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.

Guide means the Environmental, Social and Governance Reporting Guide or such equivalent guide, practice note or code as set out in the Listing Rules and amended from time to time.

Listing Rules mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

SD means sustainable development. At the Company, sustainable development and ESG encompass five “C” core areas, namely clean, culture, community, care, and corporate governance. Sustainable development and ESG are equivalent concepts at the Company.

* *For identification purposes only*

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SDR means sustainable development responsibility.

SD Strategy means the SD strategy of the Group.

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 aforementioned persons who constitute Senior Management for the time being.

Sustainability Committee means the sustainability committee established by resolution of the Board in accordance with clause 2 of these Terms.

Constitution

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

Purpose

3. The Sustainability Committee is to assist the Board in producing enhanced shareholder value by providing ongoing insights into SD trends and market practices, and to advise the Board on the development and implementation of the SD Strategy and compliance with the Guide and other third party ESG disclosure requirements.
4. Unless the context otherwise implies, references in these Terms to SDR shall be construed to cover each aspect of the Sustainability Committee’s authority set out in clauses 3, 12 and 14.

Membership

5. The members of the Sustainability Committee shall be appointed by the Board from among the Directors and the management of the Company, and shall consist of not less than three members. The chairman of the Sustainability Committee shall be appointed by the Board.
6. The Sustainability Committee may delegate certain of its responsibilities to the sustainable development executive committee set up by the Company with such powers as are necessary to discharge the responsibilities of the Sustainability Committee.

Attendance at meetings

7. Members of the Sustainability Committee shall attend the Sustainability Committee meetings. Other members of the Board or the Senior Management or any other officer of the Group may be invited by the chairman of the Sustainability Committee to attend, as appropriate. External advisers and consultants may also be invited to attend the Sustainability Committee meetings.

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Frequency and conduct of meetings

8. The Sustainability Committee shall meet at least once every year. Additional meetings shall be held at the request of any member of the Sustainability Committee.
9. Two members shall constitute a quorum. Decisions shall be determined by simple majority and, in the event of a tie, the chairman of the Sustainability Committee shall have the casting vote. Unless specified by these Terms, meetings and proceedings of the Sustainability Committee shall be governed by the Company's Articles of Association regulating the meetings and proceedings of the Directors.
10. An agenda and accompanying papers should be sent in full to all members of the Sustainability Committee in a timely manner and at least 3 days before (or such other period as agreed by its members) the intended date of a meeting of the Sustainability Committee.

Annual General Meetings

11. The chairman of the Sustainability Committee should attend the annual general meeting of the Company to answer shareholder questions on the Sustainability Committee's activities.

Authority and Powers

12. The Sustainability Committee is authorized by the Board to:
 - a) have access to such training and resources (including employees) in order to carry out its duties as it may consider appropriate;
 - b) obtain, at the Company's expense, any advice or support from external advisers or experts including SDR consultants and legal advisers; and
 - c) investigate any activity within these Terms and have access to any information, record, or report from any Group employee to perform its duties and request any employee to attend the Sustainability Committee meetings and answer questions as and when required.
13. The Sustainability Committee shall be provided with sufficient resources to discharge its duties. The Sustainability 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 Sustainability Committee.

Duties:

14. The duties of the Sustainability Committee shall include:
 - a) propose and recommend to the Board on the Company's SD strategies, priorities, initiatives and goals;

- b) oversee, review, and suggest any changes and improvements to the Company's strategies, policies and practices in respect of SD Strategy from time to time and make recommendations to the Board for approval;
- c) support the alignment of the SD Strategy to business objectives;
- d) ensure that the Company's operations and practices are carried out in line with the SD Strategy;
- e) monitor and review on an annual basis the performance of the Company in achieving targets or key initiatives recommended by the sustainable development executive committee;
- f) support and provide guidance to the sustainable development executive committee set up by the Company, including setting and reviewing targets or key initiatives recommended by the sustainable development executive committee and supervision of the implementation of targets or key initiatives;
- g) review and report to the Board any significant risks, opportunities, or investments in connection with the implementation of the SD Strategy and any material matters (whether financial or otherwise) arising from such review;
- h) review and recommend to the Board for the approval of the annual ESG report, and making recommendations on specific actions or decisions the Board should consider in order to maintain the integrity of the ESG report; and
- i) perform such further functions related or incidental to the foregoing which the Sustainability Committee deems appropriate.

Reporting Procedures

15. Minutes of the Sustainability 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. Draft and final versions of minutes of the meetings should be sent to all the Sustainability Committee members for their comment and record within a reasonable time after the meeting.
16. Without prejudice to the generality of the duties of the Sustainability Committee set out in these Terms, the Sustainability 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.

Terms available

17. The Sustainability 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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