



# **Poly Property Group Co., Limited**

## **保利置業集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00119)**

### **TERMS OF REFERENCE OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

#### **Formation**

1. The environmental, social and governance committee (the “Committee”) was formed pursuant to the board resolution of Poly Property Group Co., Limited (the “Company”) passed on 3 November 2023.

#### **Composition, Quorum and Meetings**

2. Members of the Committee shall be appointed by the board of director (the “Board”) and shall consist of not less than three members.
3. The quorum of a meeting shall be two (2) members of the Committee.
4. Meetings shall be held not less than two (2) a year. Additional meetings should be held as and when the work of the Committee demands.

5. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time.

### **Secretary**

6. The secretary of the Committee shall be the company secretary of the Company or a person designated by the Committee.

### **Authority**

7. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information, reports and records it requires from any employee.
8. The Committee is authorised by the Board to obtain external legal or other independent professional advice if required by the Committee and to invite the attendance of employees and other persons with relevant experience and expertise if it considers necessary.
9. The Committee is to be provided with sufficient resources to discharge its duties.

### **Duties**

10. The duties of the Committee are as follows:
  - (a) to formulate and monitor the Company's environmental, social and governance strategies, goals and policies, etc.;
  - (b) to promote culture from the top-down to ensure environmental, social and governance considerations are part of the business decision-making process;
  - (c) to assess and determine material environmental, social and governance risks related to the Company's business;

- (d) to review the implementation and results of environmental, social and governance work; to oversee the Company's environmental, social and governance performance is aligning with what investors and regulators expect and require;
- (e) to review and recommend to the Board for approval of the Environmental, Social and Governance Report of the Company; and
- (f) to report to the Board annually on environmental, social and governance work.

### **Reporting Procedures**

11. Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee or a person designated by the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comment and records after the meeting.
12. The Committee should report to the Board on a regular basis on its decisions or recommendations.
13. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.