

Yanlord Land Group Limited
("Company" and together with its subsidiaries, "Group")
仁恒置地集团有限公司
("公司"连同子公司, "集团")

Risk Management and Sustainability Committee ("RMSC")
风险管理与可持续发展委员会 ("委员会")

Terms of Reference
职权范围

COMPOSITION:
成员

The RMSC should comprise at least three (3) directors, the majority of whom, including the chairman, should be independent. At any point of time, the Board may, at its sole discretion, increase or reduce the number of members as it deems fit. The chairman shall be elected by members of the RMSC. The RMSC is supported by the Internal Auditors in the aspect of risk management, and oversees the ESG Management Committee which is in turn supported by the ESG Task Force from various business units in the aspect of sustainability.

委员会应由最少三（3）名董事组成，其中包括委员会主席在内的大多数应是独立的。董事会可运用其专有权力，增加或减少委员会人数。委员会主席应由委员会成员推选。在风险管理方面，内部审计师支援委员会；在可持续发展方面，委员会监督ESG管理委员会，其由各业务部门组成的ESG工作组支援。

ROLE:
作用

The roles of the RMSC are to assist the Board of Directors of the Company ("Board") in the oversight of (i) risk management including reviewing the adequacy and effectiveness of the Company's risk management practices and procedures, and oversees the management of the Group in design, implementation and monitoring of the risk management system, and (ii) sustainability including ensuring environmental, social and governance ("ESG") factors which have been identified as relevant and material to the Group are appropriately monitored and managed, so as to safeguard the interests of the Company and its stakeholders. The RMSC reviews and recommends to the Board on an annual basis (i) the nature and extent of the risks that the Group should undertake to achieve its strategic objectives and value creation that are consistent with the Company's risk appetite and the relevant risk management practices, and (ii) the Group's commitment

and efforts towards sustainability, the ESG factors that are pertinent to the Group's business and the Company's approach to sustainability reporting.

委员会的职责是协助公司董事会("董事会")监督 (i) 风险管理, 包括审查公司的风险管理流程及程序的充分性和有效性, 并监控集团管理层对于风险管理的设计、实施及监管, 及 (ii) 可持续发展, 包括确保已被确定为与集团相关且重大的环境、社会和治理 ("ESG") 因素能得到适当的监控和管理, 以维护公司及其利益相关者的利益。委员会每年审核并向董事会建议 (i) 公司为实现其战略目标和创造价值所需承担的风险的性质和程度, 且该风险应与公司所能承受的风险是一致的, 以及相关的风险管理流程, 及 (ii) 集团对可持续发展的承诺与付出, 与集团业务有关的ESG因素, 以及公司的可持续发展报告方法。

TERMS OF REFERENCE:

职权范围

1. CESSATION OF MEMBERSHIP

委员之离任

If a member of the RMSC resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, in any case not later than three (3) months, appoint a new member as may be required to make up the minimum number of three (3) members.

若果其中一位委员辞任、离世或因任何原因而停止成为委员, 董事会应在不超过三 (3) 个月的时间, 任命新委员以确保委员会总人数维持在三 (3) 名成员。

2. ADMINISTRATION

行政管理

2.1 Meetings

会议

- (i) The meetings of the RMSC (each, a "Meeting") may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a Meeting signed by the RMSC chairman shall be conclusive of any Meeting conducted as aforesaid.

委员会会议("会议")可利用以电话或其他以电子或电报形式作即时沟通之工具进行，最终以由委员会主席签署之会议记录作实。

- (ii) A Meeting shall be held at least once a year. Additional Meetings may also be held by the RMSC to discuss other issues which the RMSC considers necessary. In the event that an emergency meeting is required, such a meeting may be carried out via telephone conference or other methods of simultaneous communication by electronic or telegraphic means.

会议应至少每年举行一次。如委员会认为有需要，委员会可召开额外会议以讨论相关事宜。若需要召开紧急会议，该会议可利用以电话或其他以电子或电报形式作即时沟通之工具进行。

- (iii) The RMSC shall have full discretion with regard to the calling of any Meeting and the proceedings thereat and may invite any director or executive officer to any Meeting.

委员会有权邀请任何董事或管理人员，参与其召开的任何会议及议程。

- (iii) The minutes shall be provided to all members and confirmed by the RMSC chairman. Any minutes signed by the RMSC chairman of the Meeting to which they relate or of the Meeting at which they are read, shall be sufficient evidence without any further proof of the facts stated therein.

会议记录需提供给所有委员及由委员会主席确认。任何由委员会主席签署之会议记录，都足以证明当中提及事情及委员会决议。

2.2 Notice

通知

The procedures and practices as may be adopted by the Board for regulating the meetings and proceedings of the Board, so far as the same are applicable hereto, shall apply.

规管董事会会议及议程之程序及做法，如合适，亦可应用于委员会上。

Notice of every Meeting shall be given to each of the RMSC members at least seven (7) days before the intended date of a Meeting (or such shorter notice as may be agreed by the RMSC). Except in emergencies, an agenda and accompanying papers should be sent or uploaded to the electronic board portal to all RMSC members, in advance, prior to the intended date of a Meeting (or the physical copy(ies) of such Meeting papers should be tabled to the RMSC at the Meeting for discussion or consideration).

每次会议的通知，均必须在预定开会日期前至少七天，提供给委员会会员(或其他由委员会同意的较短通知)。除了在紧急情况下，议程表及其附带之文件，必须在预定开会日期之前提早提供或上载到电子平台给委员会会员(否则相关会议资料的打印版必须在会议上呈报给委员会讨论或考虑)。

2.3 Quorum

法定人数

The quorum for any Meeting shall be two (2) members.

出席任何会议的法定人数为二位成员。

2.4 Chairman of meeting

If, at any Meeting, the RMSC chairman is not present within 15 minutes after the time appointed for holding the Meeting, the members present may choose one of the other independent members to be the chairman of the Meeting.

如果在任何会议上，委员会主席在指定召开会议的时间15分钟后没有出席，委员会成员可任选其他成员之一担任会议的主席。

2.5 Voting

投票

Each member present whether in person or otherwise shall have one vote. All resolutions passed in the Meeting shall be by majority votes. No member shall review transactions or vote in respect of matters in which he/she is interested.

不论是亲身或其他，每位委员只有一票的投票权。所有决议都必须是以大多数票赞成下才能通过。委员不能对任何与他本人有关连事项作出审查或投票。

2.6 Written resolutions

文字决议

Any resolution in writing signed by a majority of the members of the RMSC shall be as valid and effectual as if it had been passed at a Meeting of the RMSC duly convened and held.

任何由大多数委员会委员签署通过的文字决议，与在正式召开的委员会会议中通过的决议，具同等法律效力。

2.7 Secretary

The Company Secretary or his/her nominee shall act as the Secretary of the RMSC.

公司秘书或其提名人将任命委员会秘书。

3. DUTIES AND RESPONSIBILITIES

职权与责任

The RMSC shall perform the following functions:

委员会需执行以下功能：

- (a) reviewing and assessing policies and methodologies employed by the Group's senior management and to identify, measure, manage and control risks, including but not limited to government policies risk, financial risk, liquidity risk, human resources risk, information technology risk and ESG factors that are material and relevant to the business of the Group;

审阅及评估集团高级管理层对确认、衡量、管理及控制风险之政策与方法，这些风险包括但不限于与集团业务相关且重大的政府政策风险、财务风险、现金流动性风险、人力资源风险、资讯科技风险及ESG因素；

- (b) considering and advising on matters raised by the committee members or referred to it by the Group's senior management that may have a significant impact on the stability and integrity of the property market of China or any other country in which the Group operates;

对于由委员会成员或由集团高级管理层转介之事项作出研究及建议，而这些事项都可能对中国物业市场或其他集团有业务的国家之稳定及完整性有重大影响；

- (c) reviewing and advising on the implementation and effectiveness of any associated risk action plans developed by the Group's senior management;

对于由集团高级管理层设立之相关风险跟进计划的执行情况及有效性，作出审阅及建议；

- (d) reviewing the Company's sustainability reporting and considering the risks and impact of material ESG factors to the Group, the interest of the stakeholders, the targets of the Group as well as the legislative requirement referred to it by the ESG Management Committee;

审阅公司的可持续发展报告方法，并考虑重大ESG因素对于集团的风险和影响、利益关系者的利益、集团的目标以及ESG管理委员会提及的法律要求；

- (e) reviewing and advising on the functioning and effectiveness of the Group's monitoring and management of sustainability related issues through various level of management; and

审阅及建议集团对可持续发展相关问题通过不同管理层的监督与管理的功能和有效性；
以及

- (f) any other duties and responsibilities that the Board may assign from time to time.

任何不时由董事会委派的其他职权与责任。

All recommendations from the RMSC shall be submitted to the Board for consideration and approval.

所有委员会提出之建议，都需要提交至董事局作考虑。

4. AUTHORITY

权力

- (i) The RMSC is authorised by the Board to carry out any activity within its terms of reference.

董事局授权委员会执行在职责范围内提及的活动事项。

- (ii) The RMSC has free access to any management of the Group through the Chief Executive Officer and/or any other designated executive officer.

委员会可透过首席执行官，无约束地接触任何集团管理人员及/或其他被指定管理人员。

5. AMENDMENT

修订

These terms of reference may from time to time be amended as required by majority vote of the RMSC subject to the approval of the Board.

此职权范围可透过在委员会大多数投票赞成下作出修订，但需先得到董事会批准。

First approved by RMSC and Board on 13 August 2007
Updated and approved by RMSC and Board on 26 February 2020
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