



HENDERSON LAND DEVELOPMENT COMPANY LIMITED

恒基兆業地產有限公司

Incorporated in Hong Kong with limited liability

(Stock Code : 12)

Terms of Reference of the Corporate Governance Committee

The terms of reference of the Corporate Governance Committee include the following duties:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board of Directors of the Company (the "Board");
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) to review the implementation and effectiveness of the Shareholders Communication Policy;
- (f) to review the implementation and effectiveness of the mechanisms ensuring independent views available to the Board;
- (g) to review the Company's compliance with the code provisions set out in the Corporate Governance Code as stated in Appendix 14 to the Exchange Listing Rules and disclosure in the Corporate Governance Report; and
- (h) to report back to the Board on the committee's decisions or recommendations, as appropriate and when necessary, unless there are legal or regulatory restrictions on its ability to do so.