



恒基兆業地產有限公司

HENDERSON LAND DEVELOPMENT COMPANY LIMITED

Incorporated in Hong Kong with limited liability
(Stock Code : 12)

Sustainability Committee

Terms of Reference

1. Purpose

The Sustainability Committee (the "Committee") shall assist the Board of Directors (the "Board") of Henderson Land Development Company Limited (the "Company") in reviewing the policies and overseeing the issues with respect to corporate social responsibility and sustainable development.

2. Members

- 2.1 Members of the Committee shall be appointed or removed by the Board.
- 2.2 Mr. Lee Ka Shing shall be the chairman of the Committee.
- 2.3 The members of the Committee shall comprise chairman and vice-chairman of the Board, and relevant department heads.

3. Meetings

- 3.1 The Committee shall meet as and when required and at least once every year.
- 3.2 The quorum of a meeting shall be two members.
- 3.3 The Committee may invite representatives from within or outside of the Company to attend meetings as it deems appropriate.
- 3.4 Meeting may be held in person, or virtually by telephone or video conference.

4. Duties

The Committee shall :

- (a) oversee the process in identifying, evaluating and managing the Company's sustainability and ESG (environmental, social and governance) issues;
- (b) monitor and oversee the implementation of the Company's sustainability policies and practices to ensure compliance with the applicable legal and regulatory requirements;
- (c) review and suggest changes to the Company's sustainability strategy from time to time;
- (d) evaluate and ensure the Company's operations are in alignment with the sustainability strategy;

- (e) evaluate and enhance the performance of the Company in achieving targets or key initiatives as set out in the sustainability strategy;
- (f) review related risks and opportunities that are relevant to the implementation of the sustainability strategy, and approve any material issues arising from such review;
- (g) review the forms, surveys and questionnaires relating to the Company's sustainability ratings, such as the Hang Seng Corporate Sustainability Index Series, for submission; and
- (h) review and endorse the Company's annual sustainability report and any relevant ancillary public documents for the Board's approval for public disclosure.

5. Reporting Procedures

- 5.1 The Committee shall report to the Board at regular intervals for advising the issues as regards to the Company's sustainability strategy and performance.
- 5.2 The Committee shall report to the Board should there be any controversies that come to its attention, including but not limited to:
 - a. significant gap in the Company's sustainability performance;
 - b. non-compliance with the Company's sustainability policies and practices; and
 - c. non-compliance with laws, rules and regulations related to sustainability.
- 5.3 The Committee shall review its own performance, constitution and terms of reference to evaluate its effectiveness and make recommendations for changes to the Board, at least on an annual basis.
- 5.4 The chairman of the Committee shall attend the annual general meeting and answer questions from the stakeholders on the matters relating to sustainability.