



COUNTRY GARDEN HOLDINGS COMPANY LIMITED

碧桂園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2007)

(the “Company”)

TERMS OF REFERENCE OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE (the “Committee”)

Formation

1. The environmental, social and governance committee (the “**Committee**”) was formed pursuant to the board resolution of Country Garden Holdings Company Limited (the “**Company**”) passed on 12 May 2020.

Composition, Quorum and Meetings

2. The members of the Committee shall be appointed by the board of directors of the Company (the “**Board**”) amongst three (3) executive directors and three (3) independent non-executive directors of the Company.
3. The quorum of a meeting shall be four (4) members of the Committee.
4. No alternate member of any member of the Committee can be appointed.
5. Meetings shall be held not less than twice a year. Additional meetings should be held as and when the work of the Committee demands.
6. The chairman of the Committee may convene additional meetings at his discretion.
7. Proceedings of meetings of the Committee shall be governed by the relevant provisions of the articles of association of the Company (as amended from time to time).

Secretary

8. The joint company secretary of the Company shall be the secretary of the Committee. The secretary of the Committee or his representative or any one member of the Committee shall be the secretary of the meetings of the Committee.

Authority

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

Duties

12. The duties of the Committee are as follows:
 - (a) to formulate and review the Group's environmental, social and governance ("ESG") liabilities, vision, strategies, structure, principles and policies, enhance a materiality assessment and reporting process to ensure actions are well followed through and implemented continuously on the ESG policies which approved by the Board;
 - (b) to monitor the channels and means of communication with the Group's stakeholders and ensure that relevant policies are in place to effectively promote the relationship between the Group and its stakeholders and protect the Group's reputation;
 - (c) to review key ESG trends and related risks and opportunities, and assess the adequacy and effectiveness of the Group's ESG structure and business model accordingly, and, where necessary, adopt and update the Group's ESG policies to ensure such policies are up to date and in compliance with applicable laws and regulations, regulatory requirements and international standards;
 - (d) to oversee the Groups' sustainability performance is aligning with what investors and regulators expect and require;
 - (e) to promote a culture from the top-down to ensure ESG considerations are part of the business decision-making process;
 - (f) to oversee the funding of the initiatives on corporate social responsibilities, including monetary donations to pursue any philanthropic and community investment initiatives;
 - (g) to oversee the assessment of the environmental and social impacts with the Group's business activities and make recommendation to the Board;
 - (h) to oversee and review the work of ESG Working Committee and evaluating the Group's sustainability performance, and make recommendation to the Board;
 - (i) to review and recommend to the Board for approval of the annual Sustainability Report of the Company, and make recommendations on specific actions or decisions the Board should consider in order to maintain integrity of the Sustainability Report; and
 - (j) to ensure that the annual Sustainability Report of the Company is prepared in accordance with the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Stock Exchange Hong Kong Rules (amended from time to time).

Reporting Procedures

13. Full minutes of the meetings of the Committee shall be kept by the secretary of 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.
14. The Committee should report to the Board on a regular basis on its decisions or recommendations.
15. 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. At least once annually, the Committee should present a report in writing to the Board which addresses the work and findings of the Committee during the year.

Date: 12 May 2020

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