



瑞安房地產  
SHUI ON LAND

## Shui On Land Limited 瑞安房地產有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 272)

### TERMS OF REFERENCE OF FINANCE COMMITTEE

#### Definitions

1. For the purposes of these terms of reference (the *Terms*):

*Board* means the board of directors of the Company.

*CFO* means the Chief Financial Officer of the Company.

*Company* means Shui On Land Limited.

*Company Secretary* means the company secretary of the Company.

*Directors* mean the members of the Board.

*Finance Committee* means the Finance Committee established by the resolution of the Board in accordance with clause 2 of these Terms.

*Group* means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor.

*Investment Sub-Committee* means the sub-committee of the Finance Committee established by the resolution of the Board in accordance with clause 3 of these Terms.

#### Constitution

2. The Board has resolved to establish a committee of the Board to be known as the Finance Committee.
3. The Board has further resolved to establish a sub-committee of the Finance Committee to be known as the Investment Sub-Committee for the performance of the duties of the Finance Committee under clauses 13 (e) to (l) of these Terms.

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## **Membership**

4. The members of the Finance Committee shall be from time to time appointed by the Board and shall consist of not less than three members. A quorum shall be two members. The chairman and vice chairman of the Finance Committee and the Investment Sub-Committee shall be appointed by the Board.
5. The members of the Investment Sub-Committee shall be from time to time appointed by the Board or co-opted by the members of the Finance Committee. A quorum shall be three members of which at least two should be independent non-executive Directors.

## **Frequency and conduct of meetings**

6. Meetings of the Finance Committee shall be held not less than twice a year. The Finance Committee shall meet as and when necessary or as requested by any member of the Finance Committee.
7. The Investment Sub-Committee shall meet as and when necessary or as requested by any member of the Investment Sub-Committee.
8. An agenda and accompanying papers should be sent in full to all members of the Finance Committee (or the Investment Sub-Committee, as the case may be) in a timely manner and at least 3 days before (or such other period as agreed by its members) the intended date of a meeting of the Finance Committee (or the Investment Sub-Committee, as the case may be).
9. A written resolution signed by members of the Investment Sub-Committee (including any 3 members who are independent non-executive directors of the Company and all other members who are not independent non-executive directors of the Company) is sufficient to constitute a quorum and shall be as valid and effectual as if it had been passed at a meeting of the Investment Sub-Committee duly called and constituted.

## **Authority**

10. The Finance Committee and the Investment Sub-Committee are authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Finance Committee and the Investment Sub-Committee shall be provided with sufficient resources to discharge their duties. The Finance Committee and/or the Investment Sub-Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external financial consultant who advises the Finance Committee and/or the Investment Sub-Committee.
11. The Investment Sub-Committee is authorized by the Board to seek any information it requires from any employee of the Group in order to perform its duties. The Investment Sub-Committee may invite any Director, executive or other person to attend any meeting of the Investment Sub-Committee as it may from time to time consider appropriate or necessary to assist the Investment Sub-Committee in the attainment of its objectives.

12. The Investment Sub-Committee has the right to approve any acquisition or divestment with an amount between RMB1 billion and RMB2 billion. For any acquisition or divestment with an amount below RMB1 billion, the chairman of the Investment Sub-Committee may have discretion to suggest that the approval by the Investment Sub-Committee be sought.

### **Duties**

13. The duties of the Finance Committee shall include:
  - a) Recommend for adoption by the Board overall company financial policies and game plan;
  - b) Consider and approve financial strategies and objectives as recommended by the CFO in support of adopted development and growth plans for the Company;
  - c) Review and monitor the Company's financial performance, position, rolling forecast, and cash flow;
  - d) Monitor the performance of the CFO and the Finance Department of the Company;
  - e) Research and recommend on the long term development strategy of the Company;
  - f) Oversee the formulation of investment strategy for the Company, including the annual investment strategy, the amount of capital to be invested, and the assets to be disposed;
  - g) Review the preliminary and detailed investment recommendations and disposal recommendations on target property projects as well as the assets allocation in projects currently owned by the Group and to recommend to the Board whether the Group should acquire or, as the case may be, dispose of the property and the terms, timing and strategy;
  - h) Produce to the Board a summary of the investment/disposal analysis in respect of the target property projects which shall include but not limited to, a summary of the due diligence carried out in connection with the target property, an investment strategy and a financial analysis of the proposal;
  - i) Provide a recommendation to the Board as to whether the Group should acquire the property or, as the case may be, dispose of the property and the relevant terms, timing, strategy and the cost/benefit analysis;
  - j) Review the overall investment strategy of the Group, make recommendation to the Board on any proposed changes to the investment strategy and to monitor the implementation of the investment strategy from time to time;
  - k) To determine whether any proposed investment project is in the interests of the Company and the shareholders of the Company as a whole;
  - l) To research and recommend on other significant matters affecting the development of the Company; and
  - m) Address and deal with such other matters as may be delegated by the Board to the Finance Committee.

### **Reporting procedures**

14. Minutes of the Finance Committee's meetings and the Investment Sub-Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
  
15. Minutes of meetings of the Finance Committee or the Investment Sub-Committee shall record in sufficient detail the matters considered by the Finance Committee or the Investment Sub-Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Finance Committee (or the Investment Sub-Committee, as the case may be) for their comment and records respectively, in both cases within a reasonable time after such meetings.
  
16. Without prejudice to the generality of the duties of the Finance Committee set out in these Terms, the Finance Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations (including decisions and recommendations of the Investment Sub-Committee), unless there are legal or regulatory restrictions on its ability to do so.

### **Terms available**

The Finance Committee shall make available these Terms on request and by inclusion on the Company's website, thereby explaining its role and the authority delegated to it by the Board.

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