

Roles and Requirements of Non-Executive Directors

(Last reviewed and approved in November 2019)

1. Roles

In addition to the requirements for all Directors under “Board of Directors Mandate”, the roles of the Non-Executive Directors have the following key elements:-

- 1.1. **Strategy:** Non-Executive Directors should constructively challenge, hence help develop proposals on strategy.
- 1.2. **Performance:** Non-Executive Directors should scrutinise the performance of management in reaching agreed goals and objectives and monitor the reporting of performance and ensure business decisions conform to agreed strategies and policies.
- 1.3. **Risk:** Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management and internal control are robust and defensible and properly understand the Group’s activities and associated risks.
- 1.4. **People:** Non-Executive Directors are responsible for determining appropriate levels of remuneration for Executive Directors and have prime role in appointing, and where necessary, removing Executive Directors and in succession planning.

2. Role requirements

- 2.1 **Time commitment:** Non-Executive Directors must commit the necessary time to discharge their roles effectively.
- 2.2 **Meetings:** Non-Executive Directors should attend all Board, Board Committee and general meetings unless exceptional circumstances prevail. Be well prepared for all Board, Board Committee and general meetings.
- 2.3 **Independence:** Independent Non-Executive Directors must maintain their own independence as measured by the independence criteria for Non-Executive Directors agreed by the Board under its Corporate Governance Guidelines and applicable laws and regulations.
- 2.4 **Conflicts of interest:** Non-Executive Directors should take all reasonable actions to avoid potential conflicts of interest, disclose any that may arise and take the lead where potential conflicts of interest arise within the Group.

Definitions:

“**Board**” shall mean the board of directors of the Company.

“**Company**” shall mean Hysan Development Company Limited.

“**Group**” shall mean the Company and its subsidiaries.
