## **Our Governance Framework**

We embrace good corporate governance as one of our core values and as the foundation of achieving consistent and sustainable performance. We operate within a strong, clear and effective governance framework which allows the Group to enhance business efficacy with precision and in turn support Hysan's strategic objective of optimizing sustainable financial returns for its shareholders ("Shareholders"). It comprises, inter alia, the **Corporate Governance Framework** and the **Risk Management and Internal Control Framework**.

## **OUR CORPORATE GOVERNANCE FRAMEWORK**

## **Corporate Governance Structure**

Our Group's business operations and affairs are effectively managed and carried out through a chain of delegated authority, within defined limits and effective internal controls, under the corporate governance structure.

IrProvides leadership and direction for the business of the GroupSets strategy and oversees its implementationErSets strategy and oversees its implementationIrManagement and internal control systemsReviews risk management and internal control systemsSets remuneration policy for Executive Directors and senior managementReviews the effectiveness of internal audit functionSets remuneration policy for Executive Directors and senior management•Determines Executive Directors' and senior management's remuneration and incentives•Reviews Directors on the Group's risk appetite, profile and tolerance•Assesses performance of Executive Directors and approved terms of service contracts•	isk Management and Internal Control Insures only acceptable risks re taken MITTEES IOMINATION OMMITTEE Recommends Board appointments Reviews Board structure, composition and diversity Assesses independence of INEDs Oversees succession planning	Culture and Values Ensures the alignment of desired culture with corporate values SUSTAINABILITY COMMITTEE Proposes and recommends the Group's sustainability objectives and initiatives Reviews the Group's corporate responsibilities and related policies Assesses the Group's sustainability development and risks
direction for the business of implementation are implementation and internal control systems and internal control systems are internal audit function and internal audit function and internal audit function and incentives are for internal audit function and incentives are formendations on the Group's risk appetite, profile and tolerance are implementation and internal control substantiated and tolerance are implementation and incentives are implementation are implement	re taken MITTEES OMINATION OMMITTEE Recommends Board appointments Reviews Board structure, composition and diversity Assesses independence of INEDs Oversees succession	desired culture with corporate values SUSTAINABILITY COMMITTEE • Proposes and recommends the Group's sustainability objectives and initiatives • Reviews the Group's corporate responsibilities and related policies • Assesses the Group's sustainability development
AUDIT AND RISK MANAGEMENT COMMITTEEREMUNERATION COMMITTEEN COMMITTEE• Reviews risk management and internal control systems• Sets remuneration policy for Executive Directors and senior management•• Reviews the effectiveness of internal audit function• Determines Executive Directors' and senior management's remuneration and incentives•• Oversees financial reporting• Reviews Directors' fees for NEDs and INEDs•• Assesses and makes recommendations on the Group's risk appetite, profile and tolerance• Reviews Directors and approved terms of service contracts	OMINATION OMMITTEE Recommends Board appointments Reviews Board structure, composition and diversity Assesses independence of INEDs Oversees succession	<ul> <li>COMMITTEE</li> <li>Proposes and recommends the Group's sustainability objectives and initiatives</li> <li>Reviews the Group's corporate responsibilities and related policies</li> <li>Assesses the Group's sustainability development</li> </ul>
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<ul> <li>and internal control systems</li> <li>Reviews the effectiveness of internal audit function</li> <li>Oversees financial reporting</li> <li>Assesses and makes recommendations on the Group's risk appetite, profile and tolerance</li> <li>for Executive Directors and senior management</li> <li>Determines Executive Directors' and senior management's remuneration and incentives</li> <li>Reviews Directors' fees for NEDs and INEDs</li> <li>Assesses performance of Executive Directors and approved terms of service contracts</li> </ul>	appointments Reviews Board structure, composition and diversity Assesses independence of INEDs Oversees succession	<ul> <li>the Group's sustainability objectives and initiatives</li> <li>Reviews the Group's corporate responsibilities and related policies</li> <li>Assesses the Group's sustainability development</li> </ul>
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EXECUTIVE COMMITTEE	MANAGEMENT COM	MITTEES
	IENT COMMITTEE	
	-	reviewing and discussing risks,
Everytive Directory Chief Financial	nitigating measures	-
Officer and other senior management	SUSTAINABILITY EXECUTIVE COMMITTEE     Reports and co-ordinates environmental, community and charitable activities	
members of the Group, as may be		nability governance of the Group
		, , , , , , , , , , , , , , , , , , , ,
	Sets sustainability targets and objectives and monitors progress  DISCLOSURE COMMITTEE	
operational and financial performance     Considers the m	Considers the materiality of information and issues relating to disclosure of inside information	
Ensures disclosu	ure requirements are met on (	a timely basis
	priate records are maintained	
ADVISOR TO T	HE BOARD	
<ul> <li>Provides advice and guidance on the Group's overall capabilities</li> </ul>		

• Helps the Company capitalize on opportunities arising from fast-changing customer and tenant behaviour