

Hysan Development Company Limited
Roles and Requirements of
Non-Executive Directors & Independent Non-Executive Directors
(Last updated and approved in November 2025)

1. Roles

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

- 1.1 **Strategy:** Non-Executive Directors (including Independent Non-Executive Directors) should constructively challenge, hence help develop proposals on strategy, and ensure the alignment of desired culture.
- 1.2 **Performance:** Non-Executive Directors (including Independent 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 (including Independent 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 (including Independent 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 and contribution:** to meaningfully contribute to the Board, Non-Executive Directors (including Independent Non-Executive Directors) shall devote sufficient time and attention to the affairs of the Company, to discharge their roles and responsibilities effectively.
- 2.2 **Meetings:** Non-Executive Directors (including Independent 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 Independent 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 (including Independent 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.
