



GR PROPERTIES LIMITED

國 銳 地 產 有 限 公 司

(Incorporated in Hong Kong with limited liability)
(Stock code: 108)

CORPORATE GOVERNANCE FUNCTIONS – TERMS OF REFERENCE

1. PRINCIPLES

- 1.1 GR Properties Limited (the “**Company**”) is committed to achieving high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability.

2. CORPORATE GOVERNANCE POLICY AND PRACTICES

- 2.1 The Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited sets out the principles of good corporate governance and two levels of recommendations on corporate governance practices:

- Code provisions, with which issuers are expected to comply. If issuers choose not to comply with the code provisions, considered reasons shall be given for any non-compliance.
- Recommended best practices (for guidance only) with which issuers are encouraged to comply.

- 2.2 The Company shall use its best endeavours to apply the corporate governance principles and, to the extent applicable, comply with the code provisions as set out in the CG Code (as amended from time to time).

3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 3.1 The board of directors (the “**Board**”) of the Company is collectively responsible for the management and operations of the Company.
- 3.2 The Board shall be responsible for the leadership and control of the Company, and for promoting the Company’s success by directing and supervising its affairs.
- 3.3 The Board should take decisions objectively in the best interests of the Company.



- 3.4 It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives.
- 3.5 The Board may discharge its corporate governance duties by the following arrangements:
- establish board committees with specific terms of reference to carry out different governance oversight roles; and
 - delegate certain management and administration functions to the management with clear directions.

4. CORPORATE GOVERNANCE DUTIES

- 4.1 The Board should be responsible for the following corporate governance duties:
- To develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
 - To review and monitor the training and continuous professional development of directors and senior management;
 - To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
 - To review the Company's compliance with the code and disclosure in the Corporate Governance Report; and
 - Such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board are responsible.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.