

CHINA RESOURCES LAND LIMITED
(the “Company”)

Terms of Reference for Corporate Social Responsibility Committee
(Adopted on 26 March 2019)

Constitution

The board of directors of the Company (the “**Board**”) has established a committee known as the Corporate Social Responsibility Committee (the “**Committee**”).

Purpose

The purpose of the Committee is to assist the Board in providing direction on and overseeing the development and implementation of the corporate social responsibility (“**CSR**”) initiatives of the Company and its subsidiaries (the “**Group**”) including:

- (a) corporate sustainability initiatives;
- (b) environmental protection initiatives; and
- (c) philanthropic and community investment initiatives.

Membership

The members shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than five members, a majority of whom should be independent non-executive directors.

The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and should be the chairman of the board or an independent non-executive director and in his absence, members present may elect any member who is an independent non-executive director to chair a Committee meeting. The Chairman should attend the annual general meeting to answer shareholder questions on the Committee’s activities.

Attendance at meetings

Only members of the Committee have the right to attend the Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate. External advisers may also be invited to attend the Committee meetings. The company secretary of the Company or his delegate or such other person appointed by the chairman of the Committee shall be the secretary of the Committee (the “**Secretary**”).

Frequency and procedures of meetings

Meetings shall be held at least once a year or as requested by the board of the Company, or the Chairman of Committee. The members of the Committee may adopt the procedures governing the convening of the Committee meetings, the means and procedures for passing resolutions at the Committee meeting. Two members shall form a quorum. The Committee meetings and proceedings are

governed by the Board's meeting procedural requirements of the Company's Articles of Association.

Authority

1. The Committee may delegate certain of its responsibilities to sub-committees comprising one or more of its members with such powers as are necessary to discharge the relevant responsibilities.
2. The Committee may delegate to the Chairman authority to make decisions on matters which may need attention between Committee meetings, with such decisions to be reported or ratified in the next meeting of the Committee.
3. The Committee may review or consider matters outside these terms of reference if required to do so by the Board.
4. The Committee is authorized to have access to such training and resources (including employees) in order to carry out its duties as it may consider appropriate.
5. The Committee is authorized to obtain, at the Company's expense, any advice or support from external advisers or experts including CSR consultants and legal advisers; and
6. The Committee is authorized to have access to any information, record or report from any Group employee in order to perform its duties and request any employee to attend Committee meetings and answer questions as and when required.

Duties

The duties of the Committee shall be:

1. Oversight of the development of the CSR vision, strategy and policies

- (a) provide direction on and review the Group's CSR vision, objectives and strategy, and make recommendations to the Board for the approval of the relevant CSR initiatives;
- (b) monitor and review emerging CSR trends and issues, provide guidance on the development of the Group's CSR vision in light of the same, and act as a sounding board on the management of current and emerging sustainability and social responsibility matters affecting the Group;
- (c) monitor and review the Group's CSR policies and practices to ensure that they remain relevant and fit for purpose and compliant with the applicable legal and regulatory requirements and international standards.

2. Oversight of the implementation of the CSR vision and strategy

- (a) oversee the execution of the Group's CSR initiatives and set targets to measure the attainment of the initiatives;
- (b) monitor performance of the Group against set CSR targets and recommend actions as needed to improve performance;
- (c) review management information on employee volunteering or other activities in support of the CSR initiatives, monitor internal and external feedback on the implementation of the CSR initiatives, and make recommendations to improve the coverage and effectiveness of the relevant initiatives;

- (d) monitor and provide guidance on the Group's efforts to support local and international initiatives to promote corporate social responsibility where appropriate;
- (e) provide guidance on the environmental and social impact of how the Group conducts its business;
- (f) with respect to any charitable foundation set up by the Group:
 - (i) review its governance structure, annual budget and work plan and make recommendations to the Board for approval; and
 - (ii) monitor the charitable foundation's work progress, community investment and engagement efforts and provide updates to the Board as appropriate.

3. Oversight of the funding of CSR initiatives

- (a) make recommendations to the Board on the funding of the CSR initiatives including
 - (i) monetary donations to pursue any philanthropic and community investment initiatives, whether in the name of any charitable foundation of the Group or otherwise;
 - (ii) funding for the establishment and ongoing operation of any charitable foundation of the Group; and
 - (iii) funding as needed to carry out actions within these terms of reference.

4. Oversight of the external communications policies

- (a) review the Group's shareholder communication policy to ensure its effectiveness and recommend any improvements for the Board's approval;
- (b) oversee how the Group engages with its stakeholders and ensure that the appropriate communications policies are in place and working effectively to promote Group's relationship with its stakeholders and protect its reputation.

5. Other responsibilities

- (a) review the annual corporate social responsibility reports, including but not limited to Corporate Social Responsibility Report, Sustainability Report or Environmental, Social and Governance Report, and make recommendations to the Board for approval;
- (b) review and evaluate the performance of the Committee and these terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers appropriate for the Board's approval; and
- (c) do any such things as are necessary to enable the Committee to discharge its responsibilities.

In carrying out its responsibilities, the Committee shall work and liaise as necessary with all other Board committees, and give due consideration to all relevant laws, rules, regulations and regulatory requirements and guidance applicable to the Group.