



Poly Property Group Co., Limited

保利置業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00119)

(the “Company”, together with its subsidiaries, collectively referred to as the “Group”)

DIVISION OF RESPONSIBILITIES BETWEEN THE CHAIRMAN AND THE GENERAL MANAGER

I. Responsibilities of the Chairman:

1. Lead the Board of Directors to ensure its effective operation, fulfillment of its duties, and timely discussion of all important matters;
2. Supervise the General Manager and management in effectively implementing the Group’s strategies and policies;
3. Promote a culture of open and active discussion, facilitate effective contributions from Directors (particularly non-executive Directors), and maintain constructive relationships between executive and non-executive Directors;
4. Ensure all Directors are adequately informed of matters to be discussed at Board meetings, determine and approve the agenda of Board meetings with the assistance of the Company Secretary, and consider any items proposed by other Directors as appropriate;
5. Ensure Directors receive sufficient, accurate, clear, complete, and reliable information in a timely manner;
6. Encourage all Directors to fully engage in Board affairs, lead by example to ensure the Board acts in the best interests of the Group, encourage Directors with differing views

to express their concerns, allow sufficient time for discussion of these matters, and ensure Board decisions fairly reflect the consensus of the Board;

7. Hold meetings with independent non-executive Directors at least once a year without the presence of other Directors;
8. Ensure appropriate steps are taken to maintain effective communication with shareholders and that shareholder opinions are conveyed to the entire Board; and
9. Ensure the Group establishes sound corporate governance practices and procedures.

II. Responsibilities of the General Manager:

1. Lead the management in handling the day-to-day operations of the Group's business and ensure the effective implementation of Board decisions;
2. Ensure management provides the Board with sufficient, accurate, clear, complete, and reliable information in a timely manner to assist the Board in fulfilling its responsibilities;
3. Regularly communicate with the Chairman on significant matters and proactively report sensitive or contentious issues (including price-sensitive information);
4. Establish and maintain effective internal control systems and disclosure procedures;
5. Establish management development and succession mechanisms;
6. Lead the Group's communication and collaboration with stakeholders; and
7. Implement the governance practices and procedures adopted by the Board, maintain the highest standards of governance, and submit policy and governance recommendations to the Board.

III. Review Mechanism

The Board shall review this policy from time to time and make amendments as necessary.

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