



Poly Property Group Co., Limited

保利置業集團有限公司

(Incorporated under the laws of Hong Kong with limited liability)
(Stock Code: 119)

DIVISION OF RESPONSIBILITIES BETWEEN THE CHAIRMAN AND THE MANAGING DIRECTOR

(Adopted on 10 March 2015)

I. DIVISION OF RESPONSIBILITIES

The division of responsibilities between the Chairman and the Managing Director of the Company is as follows:

The responsibilities of the Chairman include:

1. providing leadership for the Board, ensuring that the Board works effectively and performs its responsibilities, and discussing all key issues in a timely manner;
2. ensuring that the strategies and policies of the Group are effectively implemented by the Managing Director and the management;
3. promoting effective relationships and open communication, and ensuring a constructive relationship is maintained between non-executive Directors and the management;
4. ensuring all Directors are properly briefed on matters to be discussed at Board meetings and that, on his/her behalf, the company secretary of the Company settles and approves the agenda for Board meetings, taking into account any matters proposed by the other Directors for inclusion in the agenda;
5. ensuring all Directors receive adequate, accurate, clear, complete and reliable information in a timely manner, and ensuring such information, especially price sensitive information, is given an opportunity to be fully discussed;

6. giving each Director an opportunity to express his/her different views at Board meetings and to voice their concerns, encouraging all Directors to fully contribute to the Board's affairs and ensuring that the Board acts in the best interests of the Group;
7. at least annually holding meetings with the non-executive Directors without the executive Directors present;
8. ensuring that appropriate steps are taken to provide effective communication with the shareholders of the Company and that the views of stakeholders are communicated to the Board as a whole; and
9. ensuring that good corporate governance practices and procedures are in place, encouraging the Board as a whole plays a full and constructive part in the development and determination of the Group's strategies and policies, and ensuring that Board decisions taken are in the Group's best interests and fairly reflect Board's consensus.

The responsibilities of the Managing Director include:

1. providing leadership for the management, and ensuring the management execute the Group's strategies and policies effectively;
2. providing all such information to the Board as is necessary to enable the Board to monitor the performance of the management;
3. ensuring that the management provides reports to the Board on regular basis, which contain adequate, accurate, clear, complete and reliable information necessary for the Board to perform its duties;
4. ensuring that the Board, especially the Chairman, is alerted to forthcoming complex, contentious or sensitive issues affecting the Group;
5. establishing and maintaining proper internal controls and systems as well as disclosure controls and procedures;
6. putting in place programmes for management development and succession;
7. discharging such duties and authority as may be delegated in writing to him/her by the Board;

8. leading the communication programme with stakeholders including shareholders; and
9. implementing the corporate governance practices, keeping good corporate governance at the highest standard, developing and proposing the Group's strategies and policies for the Board's consideration.

II. REVIEW OF THE RESPONSIBILITIES OF THE CHAIRMAN AND THE MANAGING DIRECTOR

The Board will review and revise the responsibilities of the Chairman and the Managing Director from time to time.