

# **Tianjin Development Holdings Limited**

## **The Board of Directors**

### **Corporate Governance Guidelines**

*(Adopted by the Board on 29 March 2012 and revised on 11 November 2022)*

The board of directors (the “**Board**”) of Tianjin Development Holdings Limited (the “**Company**”) is committed to maintain a high standard of corporate governance in the interests of shareholders and devote considerable efforts to formalizing the best practices. The purpose of this guideline is to facilitate the Board to fulfill its responsibilities by providing specific guidance for the performance of its corporate governance functions.

#### **Duties and Responsibilities**

Apart from the basic authority, roles and responsibilities as defined in the articles of association of the Company, the Board shall be responsible for including, but not limited to, the following duties in relation to the corporate governance of the Company:-

##### *Corporate strategy, business model and culture*

- establish the Company’s purpose, values and strategy, and ensure that these align with the Company’s culture;

##### *Corporate governance functions*

- develop and review the Company’s policies and practices on corporate governance and make recommendations;
- review and monitor the training and continuous professional development of directors and senior management of the Company;
- review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- review the Company’s compliance with the Corporate Governance Code set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and disclosure in the Corporate Governance Report;

##### *Board composition, succession and evaluation*

- review the implementation and effectiveness of the Company’s policy on board diversity annually;
- ensure the Board can obtain independent views and opinions and review the implementation and effectiveness of its mechanism(s) annually;

*Risk management and internal control*

- review at least annually the effectiveness of the Company’s and its subsidiaries’ risk management and internal control systems which shall cover all material controls, including financial, operational and compliance controls and risk (including ESG risks) management functions, to ensure that the Company’s resources for accounting, internal audit and financial reporting, staff qualifications and experience, training programmes and related budget are adequate;
- annual review should, in particular, consider the following matters:
  - (a) since the previous annual review, the changes in the nature and severity of significant risks (including ESG risks), and the Company’s ability to cope with changes in its business and the external environment;
  - (b) the scope and quality of management’s ongoing monitoring of risks (including ESG risks) and of the internal control systems, and where applicable, the work of its internal audit function and other assurance providers;
  - (c) the level of details and frequency of communication of monitoring results to the Audit Committee;
  - (d) significant control failures or weaknesses that have been identified during the period, and the severity of the unforeseen consequences or emergencies that have had, could have had, or may in the future have, a material impact on the Company’s financial performance or condition; and
  - (e) whether the Company’s procedures for financial reporting and Listing Rules compliance are effective;
- review the Company’s whistleblowing policy and system;
- review the Company’s policy(ies) and system(s) that promote and support anti-corruption laws and regulations;

*Investors’ relations*

- review regularly the effectiveness of the shareholders’ communication policy of the Company; and
- exercise all such other powers for the purpose of discharging its corporate governance functions that may only be exercised by the Board pursuant to the Companies Ordinance, the Listing Rules or the Company’s Articles of Association.

*(The Chinese version is for reference only and in case of any discrepancy between the Chinese and English versions, the English version shall prevail.)*