LINK ASSET MANAGEMENT LIMITED
(as manager of Link Real Estate Investment Trust)

TERMS OF REFERENCE OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

Definition

In these terms of reference:

"**ARMC**"	means the Audit and Risk Management Committee of the Company;
"**Board**"	means the board of Directors of the Company;
"**CEO**"	means the Chief Executive Officer of the Company;
"**CFO**"	means the Chief Financial Officer of the Company;
"**Company**"	means Link Asset Management Limited;
"**Director(s)**"	means director(s) of the Company from time to time;
"**Entities**"	means the Company (and its subsidiary, if any) and the Special Purpose Vehicles (as defined in REIT Code) and subsidiaries of Link REIT and "**Entity**" is any of them;
"**Executive Director(s)**"	means the CEO, the CFO and any director(s) appointed to the Board as such who performs executive duties on day-to-day operations of Link REIT and has a service contract in the nature of employment with the Company;
"**external auditor**"	means the auditor for the time being of Link REIT;
"**INED(s)**"	means the independent non-executive director(s) of the Company;
"**Listing Rules**"	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);
"**Link REIT**" and "**Link**"	means Link Real Estate Investment Trust of which the Company is the manager;
"**NED(s)**"	means non-executive director(s) of the Company;
"**REIT Code**"	means the Code on Real Estate Investment Trusts;
"**terms of reference**"	means the terms of reference of the ARMC as herein-below and as amended and updated from time to time;
"**Trustee**"	means HSBC Institutional Trust Services (Asia) Limited, the trustee of Link REIT; and
"**Unitholders**"	means the unitholders of Link REIT.

Unless otherwise determined by the Board, the terms of reference of the ARMC (and each Board committee as well) shall cover matters no less exacting than those required by the applicable code provisions of Appendix 14 of the Listing Rules.

Detailed Terms of Reference for the Audit and Risk Management Committee

1 Objective

The Audit and Risk Management Committee shall be responsible to the Board (i) for ensuring the quality and integrity of internal control and the management of risks – financial statements, appointment and performance of internal and independent external auditor, and the existence and working of an effective system of internal control and risk management, in respect of the Entities and (ii) for the reviewing disclosure of information to Unitholders and the public on announcements of full-year, half-yearly, and (if prepared for publication) quarterly results and performance of Link and to ensure that such disclosures are accurate and complete and pursue best practices in terms of transparency and clarity.

2 Membership and Meetings

2.1 The Audit and Risk Management Committee shall comprise INEDs only, and with at least three members. At least one member of the Directors shall have appropriate professional qualifications on accounting or related financial management expertise. The Audit and Risk Management Committee should meet at least three times a year.

2.2 The Audit and Risk Management Committee shall report back to the Board on its decisions and progress and matters in these terms of reference on a regular basis as to be determined by the Audit and Risk Management Committee and approved by the Board.

3 Responsibilities of the Audit and Risk Management Committee

3.1 *Quality and Integrity of the Entities' Financial Statements and Published Financial Information*

(a) Review the completeness, accuracy, clarity and fairness and monitor the integrity of the financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports including the review of significant financial reporting judgements contained in them.

(b) Review Link's financial and accounting policies and practices, and evaluate analysis given by management and the external auditor on key audit matters, significant accounting issues and judgements made relating to the preparation of financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports. In reviewing these reports, the Audit and Risk Management Committee shall also focus particularly on:

(i) any changes in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments resulting from audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards; and

(vi) compliance with the Listing Rules and legal requirements in relation to financial reporting.

In carrying out its duties under 3.1(b), ARMC members should:

A. liaise with the Board and senior management, and the ARMC must meet, at least twice a year, with the external auditor; and

B. consider any significant or unusual items that are, or may need to be, reflected in the annual and interim report and accounts of Link, it should give due consideration to any matters that have been raised by Link's staff responsible for the accounting and financial reporting function, compliance officer or the external auditor.

(c) Review major issues regarding accounting principles, policies and practices and financial statement presentations, including any major modification in the application of accounting principles, policies and practices.

(d) Review effect of regulatory initiatives as well as off-balance sheet structures on the financial statements.

3.2 *Disclosure of Financial Information to Unitholders and the Public*

(a) Regularly review and recommend to the Board on matters of corporate disclosure – issues and announcements, financial reporting, connected party transactions, and potential areas of conflict of interests.

(b) Review the compliance, wherever applicable, with the Corporate Governance Code ("**CG Code**") under Appendix 14 to the Listing Rules (including amendments from time to time) and the disclosures in the corporate governance report of Link REIT.

(c) Oversee compliance with applicable legal requirements and the continuity, accuracy, clarity, completeness and fairness of the information on the full-year, half-yearly, and (if applicable, quarterly) financial results and performance of Link being disseminated by Link and/or any of the Entities to the public and applicable regulatory agencies.

(d) Review and endorse all material non-public information of the Entities on the full-year, half-yearly, and (if applicable, quarterly) financial results and performance of Link prior to such information being disseminated to the public, as applicable.

(e) Review documents insofar as they contain non-public information on the financial results and performance of Link such as, without limitation, proxy statements, information statements, registration statements, press releases containing non-public financial information, and other non-public information being filed with regulatory bodies (other than regular and routine statutory returns and general filings of the Entities at companies registry).

(f) Review the disclosure in annual reports regarding the (i) Property Development and Related Activities (as defined in the REIT Code); and (ii) Relevant Investments (also as defined in the REIT Code) in accordance with the REIT Code and the trust deed of Link REIT.

3.3 *Independent Auditor's Qualifications, Independence and Performance for the Entities*

(a) Approve the scope, terms, approach and nature of external audit reviews.

(b) Recommend (i) the appointment, reappointment and removal; (ii) the remuneration and terms of engagement; and (iii) any question of resignation or dismissal of the external auditor.

(c) Review, assess and monitor the independence and objectivity of the external auditor and the effectiveness of the audit process in accordance with applicable standards, and discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences.

(d) Annually evaluate the qualifications, performance and independence of the external auditor.

(e) Receive and evaluate reports from the external auditor on their own internal quality procedures.

(f) Assure rotation of the lead audit partner when considered appropriate.

(g) Set clear hiring policies for employees or former employees of the external auditor.

(h) Set policies and procedures for procuring, and also reviewing at least once a year, the audit and non-audit services provided and to be provided to the Entities by external auditor.

(i) Review all key audit matter and any audit problems or difficulties encountered in the course of the audit work; and review external auditor's management letter, any material queries raised by the external auditor to management about accounting records, financial accounts or systems of internal control and management's response; and ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter.

(j) Review the audit report and recommendations submitted by the external auditor.

(k) Oversee the relationship with external auditor, including the coordination between the external auditor and the internal audit function of Link REIT.

3.4 *Performance and Integrity of Internal Audit/Internal Control for the Entities*

(a) Consider the scope, approach and nature of internal audit reviews.

(b) Review financial controls and system of internal control; and review reports on operations, compliance and statutory compliance of the Entities.

(c) Review and discuss with the management to ensure an effective procedure and system of internal control over financial reporting are in place and have been maintained.

(d) Ensure the internal audit function is adequately resourced and running effectively and has appropriate standing within the Company; and review and monitor its effectiveness.

(e) (i) Ensure periodic implementation of an external review of the internal audit function. This to be conducted at least once every 5 years by a qualified external independent assessor or team, to assess the efficiency and effectiveness of the internal audit activity and identify opportunities for improvement, as appropriate.

(ii) Prior to each engagement of the external independent assessor, Internal Audit Department Lead should discuss and consult the approach, considerations and procurement criteria of the external independent assessor with both the Chairman of ARMC and CEO.

(f) Consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings and guide management to take appropriate actions to remedy any faults or deficiencies in internal control which may be identified.

(g) From time to time meet with the senior staff member of the Company's internal audit, finance and accounting functions and separately with the auditor without the presence of management at least once in every financial year before the publication of Link's full year and half-yearly results.

(h) Review and consider the procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and confidential, anonymous submissions by employees of the Entities of concerns regarding questionable accounting or auditing matters.

(i) Recommend the appointment and removal of the Head of internal audit.

(j) Conduct an assessment of the effectiveness of the internal control structure and procedures for accounting and financial reporting including the adequacy of resources, qualifications and experience of staff in respect of such function, and its training programmes and budget.

3.5 *Overall Risk Management Profile for the Entities*

(a) Review and discuss with the management the risk management systems to ensure its effectiveness and assist the Board in its monitoring of the Entities' overall risk management profile.

(b) Set guidelines and policies to govern risk assessment and risk management.

(c) Discuss the Entities' major risk exposures (including ESG risks), major investigation findings on risk management, and the steps management has taken to monitor and control such exposures.

(d) Review the status of the security of the Entities' electronic data processing information systems and the general security of the Entities' people, assets and information systems.

(e) Ensure the review of risk management covers such scope and items as required by the CG Code (including amendments from time to time).

3.6 *Others*

(a) Periodically review and monitor all connected party transactions and related party transactions.

(b) Develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees.

(c) Periodically review dealings of the Directors in accordance with the Company's Code Governing Dealings in Securities of Link REIT by Directors.

(d) Review and monitor the Entities' policies and practices on compliance with legal, ethical and regulatory requirements on a regular basis.

(e) Maintain open and free communication with the Board, the external auditor and internal auditor, and the financial and general management of the Company. Auditor may be invited to attend meetings of the Audit and Risk Management Committee.

(f) Develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit and Risk Management Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

(g) Select, appoint, direct and (if appropriate) terminate the employment of outside experts as the Audit and Risk Management Committee deems necessary in the performance of its duties.

(h) Review arrangements made available to staff for them to use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters.

(i) Maintain and update so as to bring these terms of reference in line with latest requirements of the Listing Rules as far as they are appropriate and applicable to Link REIT, or otherwise as the Audit and Risk Management Committee deems appropriate in accordance with the best corporate governance practices and/or if instructed by the Board.

(j) Ongoing monitoring of competition law, common reporting standards, and other statutory compliance matters from time to time.

(k) Review from time to time the internal control guidelines on monitoring of risks associated with Relevant Investments.

(l) Consider other topics or issues as referred to the ARMC by the Board.

(Approved by the Board on 16 March 2022 and effective on 1 April 2022)