

Zhongliang Holdings Group

Sustainable Finance Framework



April 2021

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1. Introduction¹

1.1 Business Overview

Zhongliang Holdings Group Company Limited (“Zhongliang” or the “Company” and together with its subsidiaries, the “Group”) is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 2772.HK). Zhongliang is principally engaged in real estate development in the People’s Republic of China (“PRC” or “China”), headquartered in Shanghai with a national footprint.

The Group strives to develop quality residential properties targeting first-time home purchasers, first-time home upgraders and second-time home upgraders. It is also engaged in the development, operation and management of commercial properties and holds a portion of such commercial properties for investment purpose. The Group adopts a high-asset turnover development model and standardised real estate development process for developing the projects in the second-, third- and fourth-tier cities. The Group has strived to establish the “Zhongliang” brand name nationwide and was ranked as a Top 20 Real Estate Developer in China by China Real Estate Association and E-house China R&D Institute China Real Estate Appraisal Center in 2019 and 2020.

With approximately 20 years of experience in China’s real estate industry and a regional expansion strategy, we had total attributable land bank of about 65.1 million sq.m. as at 31 December 2020. We have 480 property projects across five core economic zones in China, namely, the Yangtze River Delta, the Midwest China, the Bohai Economic Rim, West Coast Economic Zone and the Pearl River Delta, covering 153 cities of 23 provinces and municipalities.

1.2 Sustainability Strategy and Vision

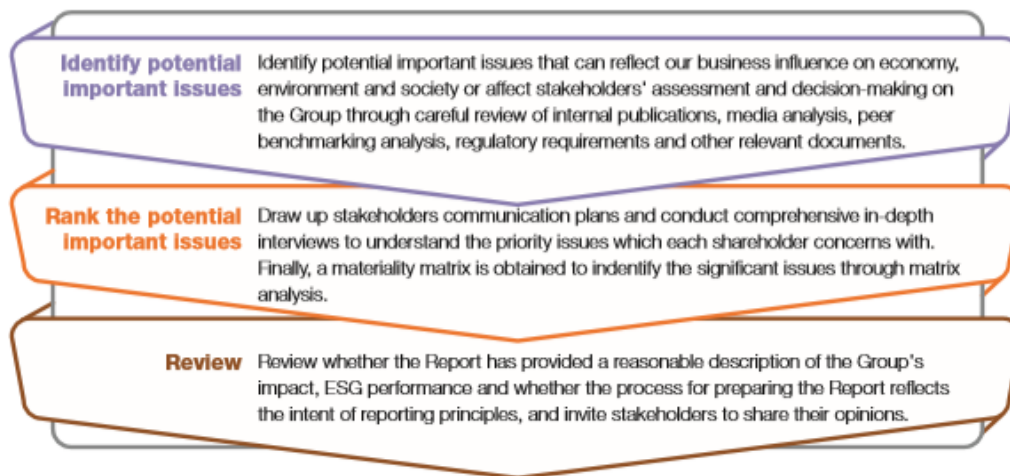
The Group actively integrates ESG elements into each aspect of business management. In combination with our own business and development, we have constantly optimised the management around the aspects of quality, green, culture and social responsibility, actively communicated with stakeholders, continued to strengthen corporate governance and strived to achieve the coordinated development of economic, social and environment. Through the construction of ESG working mechanism, we promote the transformation of the Group’s responsibility concept and commitment to the shareholders into specific actions. In March 2021, we have set up an ESG committee which leads an ESG working group composed of personnel from product research and development center, operation center, ecological supervision department, strategic breakthrough platform, legal risk control center, human resource development center, marketing and customer service center, investment and development center, president office and other functional departments to pay close attention to the ESG performance of the corporation, and regularly report the implementation of ESG policies in each department to the board of directors of the Company to ensure the continuous and effective implementation of the Group’s ESG management.

¹ Sources: Zhongliang Holdings Group Website and ESG Report

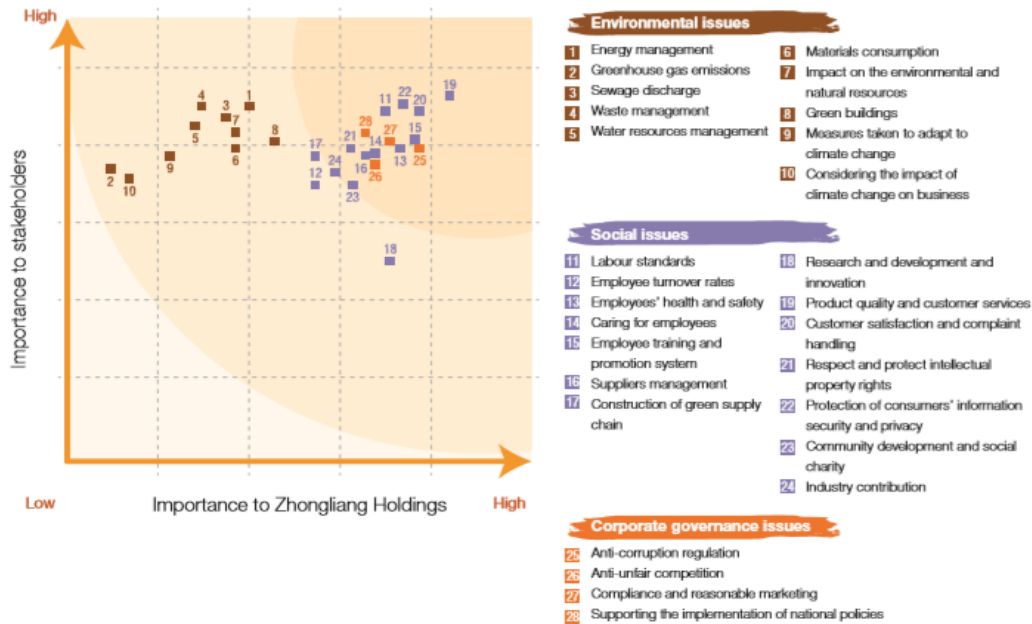
1.2.1 ESG Management

The Group attaches great importance to the communication with its stakeholders. By establishing a normalized communication mechanism with groups that have an important impact on the sustainable development of the Group, the Group deeply understands the demands, opinions and suggestions of all parties, takes into consideration of the stakeholders and their concerns in the operation and decision-making process of the Group, realises the combination of ESG management and the daily operation of the Group, and drives the long-term sustainable development of the Group. In 2019, we identified the main stakeholders with decision-making power or influence over the Group and close relationship with us, including the following groups: employees, shareholders/investors, governments and regulators, customers/property owners, partners/suppliers and communities.

In 2019, the Group identified the important issues in order to better respond to the demands and expectations of stakeholders. We also conducted media analysis, industry benchmarking and 10 in-depth interviews with stakeholders. Meanwhile, we distributed 197 stakeholder's questionnaires, which were collected for gathering, collating, analysing and summarizing what key stakeholders concern. In 2019, the Group assessed and analysed the important issues through the following assessing processes



We have collected stakeholders' views and focused concerns from each group on the Group's ESG work for the Reporting Period, and formed a materiality issues matrix by combining the Group's development strategies with the operational priorities. The results are as follow:



1.2.2 Implementing Ecological Development

Zhongliang Holdings emphasises the product philosophy featuring “culture, comfort, health, green, science and technology”, constantly improves its environmental management system, carries out comprehensive environmental management from project design to construction and actively advocates green office. We are dedicated to leveraging on our expertise to establish a green society where human live in harmony with the nature, and ecology prospers with economy.

GREEN MANAGEMENT

As one of the rapid growing real estate enterprise among the Top 20 of China Real Estate Developers in terms of comprehensive strength, we adhere to the principle of sustainable development in order to reduce the environmental impact of business development. We strictly comply with various laws and regulations, such as Environmental Protection Law of the People’s Republic of China, Law of the People’s Republic of China on the Prevention and Control of Pollution from Environmental Noise, Law of the People’s Republic of China on Environmental Impact of Assessment, Law of the People’s Republic of China on the Prevention and Control of Atmospheric Pollution, Law of the People’s Republic of China on the Prevention and Control of Water Pollution, Law of the People’s Republic of China on the Prevention and Control of Solid Waste Pollution and Law of the Regulations on Environmental Protection and Management of Construction Projects and other laws and regulations related to emissions and environmental impact.

The Group have formulated comprehensive environmental protection policies in terms of environmental pollution and resource use, and implemented a number of environmental protection measures to reduce the impact of business operations on the environment. We require all functional departments to coordinate with the Group’s environmental protection principles and have formulated effective management methods to control the discharge of various pollutants at the construction sites, such as specifying relevant provisions of civilised construction

requirements in standard contracts and requiring contractors to prepare a management and control plan in relation to noise, dust and other pollutions at the construction sites; setting up rewards to those who achieved the standard of civilised construction in the appraisal ranking of project management personnel. In 2019, the Group was not subject to any penalty for violating any environmental laws and regulations in material aspect.

GREEN DESIGN

- Green Building



By the end of 2020, over 300 development projects of the Group are green buildings (including green building certifications or ratings), with a total GFA exceeding 45 million sq.m.

- Water Saving Design

Product design is an important part in the entire life cycle of a product. Adhering to the people-oriented design concept and based on the different positioning of industry products, we start from the needs of customers, incorporate energy saving and emission reduction concepts into the design process to continuously optimise the living environment and create comfortable and livable experiences. In 2019, we optimised the product structure in terms of detailed design and water-saving equipment, and committed to maximizing water resources savings

Water-saving design



- Making full use of the city network pressure, reasonably dividing the area, and controlling outlet water pressure: if the water pressure at the household water meter is greater than 0.20 Mpa, a branch pipe pressure reducing valve would be installed to reduce the pressure and control running out water volume;
- Alarm devices are installed on the overflow pipes of the fire-fighting pool and domestic water tank to prevent waste caused by water overflow when there is a malfunction;
- Design of landscape water body and greening irrigation in combination with rainwater reuse facilities.

GREEN OPERATIONS

In 2019, the Group shouldered the responsibility of supervising the environmental protection work of contractors and implemented a number of environmental protection management measures to reduce the impact of business operations on the environment.

- Emission Management: Waste water and air emissions management

The Group strictly follows the emission standards in the management of emissions at the construction site. We require the construction unit to collect all waste water and discharge it to the designated discharge port after the three-stage sedimentation specification treatment. At the same time, we install environmental monitoring sensors throughout the construction site to monitor the air quality of the construction site in real time and control the discharge of fine

particles. In 2019, the Group's waste water and air emissions were discharged in compliance with the rules.

Water-saving equipment



- The water efficiency level reaches 2 or above by adopting water-saving sanitary appliances that meet the requirements of the current standard CJ/T 164 of the *Water-Saving Household Water Appliances* and GB/T 18870 of the *General Technical Conditions for Water-Saving Products*;
- 5-liter two-stage water-saving flush tank is used in residential toilets, automatic induction flushing valve is used in public toilet squat toilets and urinals, and ceramic sheet sealing faucets with automatic induction are used in washbasin to facilitate water saving;
- Pipeline laying is taken strict leak prevention measures, high-performance valves and zero leakage valves is chosen to eliminate and reduce water leakage.

- Waste Management

The Group requires its contractors to implement strict measures in managing building waste. In terms of the waste reduction at source level, the Group requires its contractors to enhance standardised management of drawings, set standard for the preparation of drawings to assist constructors to learn about requirements for the construction, so as to eliminate waste of materials at source level.

Meanwhile, we require contractors to arrange for separate areas to store hazardous wastes such as those containing engine oil, mercury-containing fluorescent tubes and used batteries as prescribed in the Directory of National Hazardous Wastes. Containers must be labeled with precise information specifying the name and amount of waste and recycled by recyclers with professional qualification.

In addition, the Group actively promotes recycling and reutilisation of resources. When screening waste, contractors will classify recyclable materials and try to utilise recycled materials while ensuring quality.



Proper storing of raw materials



Collective processing of building materials



Collective storing of construction waste

For on-site construction, the Group has formulated the management measure on evaluation of construction by third party with a view to evaluating and managing safe production and civilised construction, enhancing construction management and control as well as supervising and urging constructors to minimise their impact on the environment.



Furthermore, the Group continues to promote green office concept in office area. In 2019, we set up separate collection point for used batteries and control the amount of use by means of exchanging with old materials for new ones. Meanwhile, hazardous wastes such as used toner cartridge and drum cartridge were collectively processed by third party recycling company designated by IT department. At the same time, we support and perform work related to garbage sorting, procure our staff to actively comply with regulations related to domestic garbage sorting in the cities where they are located, in order to reduce resource waste and control the production amount of garbage at source level.



Separate collection point set for exchanging with old batteries for new ones



Collective recycling and processing by suppliers



Strict implementation of garbage sorting

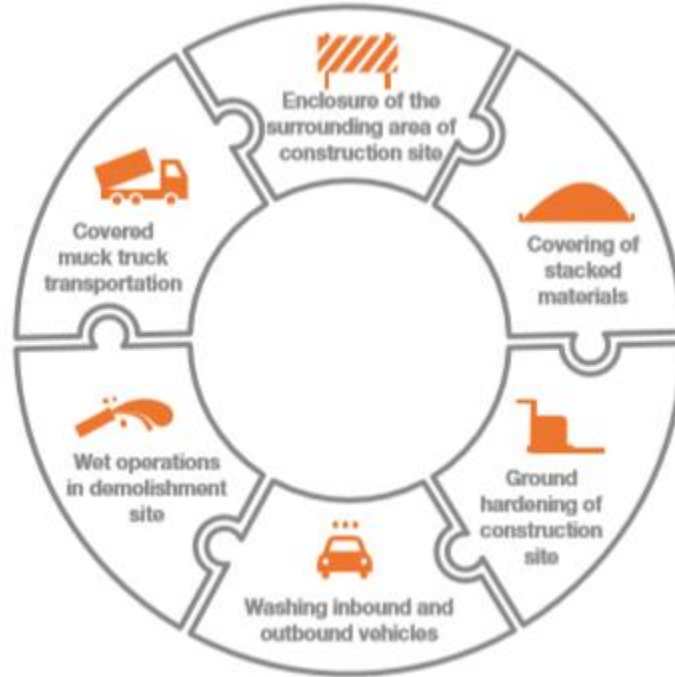
- *Consumption reduction*

In 2019, we initiated strict conservation measures in the office area, controlled management fees, and promoted paperless office and frugal use of office supplies. We implemented a smart conference system to reduce power consumption and standby energy consumption of office equipment so as to save electricity and enhance the saving awareness of employees. In 2019, we promoted the use of video conferences, which not only effectively improved office efficiency, but also reduced energy consumption and greenhouse gas (“GHG”) emissions caused by employees’ travels.

- *Safe and Civilised Construction*

The Group has adhered to the long-term ecological governance mechanism for the safe and civilised management of projects, and has established standardised construction guidelines for all kinds of safety management and civilised constructions. We have stipulated the relevant













provisions of civilised construction requirements in standard contracting contracts, such as enclosure, logos, marks, and appearance of construction sites, as well as the erection standards and cleanness requirements on temporary large facilities in the site, etc. Strict requirements on safety and civilisation are required to consistently applied to construction sites



1.2.3 Zhongliang Holdings Group’s and United Nations’ Sustainable Development Goals (SDGs)



The UN SDGs set the global agenda for sustainable economic, social and environmental development by 2030 and call for action by both the public and private sectors. We recognize that while Zhongliang Holdings Limited is better placed to contribute directly to a sub-set of the Global Goals, the broadening scope of our projects and their corresponding positive impact enable us to align more closely with several Global Goals

Sustainable development area	Related SDGs	Examples
Green Building	  	The Group worked with over 20 departments in a joint effort to evaluate and review low-cost, environmentally friendly and efficient project plans for green building projects.
Water Savings	 	In terms of resource consumption, the car washing pool at our construction site uses a water recycling system to save water resources; in the process of project construction, finished mortar and finished concrete are used to avoid wet operations and sewage generation and to reduce atmospheric pollution.
Emission Management : Waste Water and Air Emissions Management	 	We install environmental monitoring sensors throughout the construction site to monitor the air quality of the construction site in real time and control the discharge of fine particles.
Waste Management	 	During the construction stage, building materials and decoration materials need to be processed collectively to improve processing efficiency, while work should be done to protect raw materials and finished products warehouses against moisture, sunray, rust and deterioration to reduce unnecessary waste of materials.
Responsible Consumption and Production	  	Waste soil generated during excavation work are used as fillers for foundations and groundworks, and the head of project conducts daily monitoring and collecting data on the quantity of clearing and transportation of construction wastes.

2. Zhongliang Holdings Group Sustainable Finance Framework Overview

Sustainable Development Goals (SDG) Financing Transactions (“SFT”s) will include bonds, loans and other forms of debt financing with structures tailored to contribute to sustainable development by application of the proceeds to Eligible Projects as defined in this Framework.

- With respect to bonds, bonds issued under this Framework will be aligned with ICMA principles²: the 2018 Green Bond Principles (“GBP”), 2020 Social Bond Principles (“SBP”) and 2018 Sustainability Bond Guidelines (“SBG”) or as they may subsequently be updated.
- With respect to loans, loans issued under this Framework will be aligned with the 2021 Green Loan Principles including Guidance Notes³ (“GLP”), or as they may subsequently be amended. Should the loan be used for projects that deliver green and/or social benefits, the loan will be labelled as “sustainable”.
- Other SFT may conform to other sustainable finance principles as may have been established at the time of such a financing transaction being undertaken.

SFTs do not place restriction on the tenor and currency; and can include other terms and conditions including covenants, to reflect the financing strategy and plans of Zhongliang Holdings Group as well as the outcome of the commercial discussions between the Issuer/Borrower and Manager/Arranger/Lender.

SFTs may be done in any jurisdiction and market reflecting Zhongliang Holdings Group’s current and future business needs

For each SFT, Zhongliang Holdings Group management asserts that it will adopt the following core components of the GBP, SBP, SBG and GLP:

1. Use of proceeds;
2. Process for project evaluation and selection;
3. Management of proceeds; and
4. Reporting

The Framework also covers External Review.

The Framework will be in force as long as there is live SFTs. Zhongliang Holdings Group may update this Framework and commits that any new version will keep or improve the current level of transparency and reporting. Zhongliang Holdings Group commits to communicate changes with investors via Zhongliang Holdings Group’s official website.

2.1 Use of Proceeds

The net proceeds of the SFTs will be used to finance or refinance, in whole or in part, new or existing Eligible Green & Social Project Categories (“Eligible Project Categories”).

² <https://www.icmagroup.org/green-social-and-sustainability-bonds/>




³ <https://www.aplma.com/en/gsl>

- The proceeds of a Green Bond/Loan issued under this Framework will be applied to projects that fall under the Eligible Green Project Categories set out in Section 2.1.1 below.
- The proceeds of a SDG/Sustainability Bond issued under this Framework will be applied to both Eligible SDG Expenditures with Green focus set out in Section 2.1.1, and, Eligible SDG Expenditures with Social focus set out in Section 2.1.2







Eligible Project Categories may include the projects Zhongliang Holdings Group made during the 3 years prior to the issuance or signing date of the respective SFTs and during the life of the SFTs.

2.1.1 Eligible Green Project Categories




The net proceeds of the Green Bonds and Loans will be used to fund or refinance, in whole or in part, new or existing eligible green projects that meet one or more of the following categories of eligibility as recognized in the 2018 GBP and 2021 GLP (“**Eligible Green Projects**”):

Project Category	Eligible Green Assets and Projects for Zhongliang Holdings Group	UN SDG Goals
Green Buildings ⁴  	<ul style="list-style-type: none"> • New construction and/or renovation of existing buildings that have or will receive, or Refurbishment and/or tenant engagement initiatives that will reduce building environmental impact in accordance with, any one of the following certification systems: <ul style="list-style-type: none"> ○ U.S. Leadership in Energy and Environmental Design (LEED) – minimum certification of Gold; or ○ BEAM Plus – minimum certification level of Gold; or ○ BREEAM – minimum certification level of Excellent; or ○ Chinese Green Building Evaluation Label (GBL) – minimum certification level of 2 stars or <p>Any other green building label, that is an equivalent standard of the above</p>	<p>SDG 9.4: By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes</p> <p>SDG 11.7: By 2030, reduce the adverse per capita, environmental impact of cities.</p>
Sustainable Water Management 	<ul style="list-style-type: none"> • Water saving features projects to reduce domestic and commercial water consumption (e.g. rainwater harvester, cooling water recycler, irrigation system with water-saving features) 	<p>SDG 6.3: By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals</p>

⁴ Land cost included

<p>Pollution Prevention and Control</p>  	<ul style="list-style-type: none"> • Equipment, system that are used to mitigate environmental pollution (e.g. air, noise, water) during the construction and/or operation of buildings • Enforcement of dust control, noise reduction, construction waste and gas pollution minimization 	<p>SDG 12.6: Encourage companies, especially large and transnational companies, to adopt sustainable practices and to integrate sustainability information into their reporting cycle.</p> <p>SDG 13.2: Integrate climate change measures into national policies, strategies and planning.</p>
<p>Energy Efficiency</p>  	<ul style="list-style-type: none"> • Projects involving the upgrades of facilities/equipment (e.g. cooling system, lift system, lighting system, fresh air supply system of existing development that shall result in, based on third-party assessment, 10% improvement against the development's original energy consumption • Projects with adoption of smart technologies and/or systems for tracking, monitoring and managing energy usage in new and existing buildings to ensure achieving certain energy saving targets. Such projects shall result in, based on third-party assessment, 10% improvement in energy efficiency when compared to relevant baseline 	<p>SDG 7.b: By 2030, expand infrastructure and upgrade technology for supplying modern and sustainable energy services for all in developing countries, in particular least developed countries, small island developing States and landlocked developing countries, in accordance with their respective programme of support</p>
<p>Renewable Energy</p> 	<ul style="list-style-type: none"> • Design, construction, installation and operation of renewable energy systems, including solar (photovoltaic) for rooftop. 	<p>SDG 7.2: By 2030, increase substantially the share of renewable energy in the global energy mix</p>
<p>Clean Transportation</p> 	<ul style="list-style-type: none"> • Infrastructure for clean energy vehicles such as electric vehicles and hydrogen vehicles. 	<p>SDG 11.6: By 2030, reduce the adverse per capita environmental impact of cities, including by paying special attention to air quality and municipal and other waste management</p>

2.1.2 Eligible Social Project Categories

Project Category	Eligible Social Projects for Zhongliang Holdings Group	UN SDGs Goal
<p>Affordable Basic Infrastructure</p> <p>Access to essential services</p> <p>Affordable Housing</p>   	<ul style="list-style-type: none"> • Investment and expenditure in relation to providing the following community infrastructure, which is developed in partnership with the government and is provided to the government free of charge: <ul style="list-style-type: none"> ○ Secondary and primary schools, nursery and childcare centers ○ Community medical clinics and healthcare centers ○ Communal landscapes such as children’s playground and rest area ○ Resettlement housing units for indigenous residents 	<p>SDG 9.1: Develop quality, reliable, sustainable and resilient infrastructure, to support economic development and human well-being, with a focus on affordable and equitable access for all.</p>

2.2 Process for Project Evaluation and Selection

Zhongliang Holdings Group conducts a financial feasibility assessment according to Zhongliang Holdings Group’s internal commercial standards as well as imposes strict environmental and risk management policy during its normal course of business.

Upon the completion of each project which requires approval from the relevant environmental authorities, the relevant government authorities will also inspect the site to ensure that all applicable environmental standards have been complied with before the property can be delivered to the purchaser.

The Eligible Green/Social Projects are identified and selected via a process that involves participants from various functional areas

An ESG Committee composed of 4 Directors including 3 Executive Directors, and 1 Independent Non-Executive Director who is the Chairman of Audit Committee has been set up.

The ESG committee is leading an ESG working group (“ESGWG”) composed of representatives from the below departments with the required level of expertise and seniority:

- Product research and development center
- Operations
- Marketing and customer service center
- Group account department
- Finance team
- Compliance
- Investor Relations and other functional departments

The ESGWG will meet at least once every 12 months to review and select eligible projects according to the criteria outlined in Sections 2.1.1 and 2.1.2 mentioned above. The shortlisted projects will be presented to the ESG Committee for approval.

The ESGWG will ensure that the selected Eligible Project to comply not only with the section of Use of Proceeds but also the environmental and social guidelines under Green Bond Principles and Social Bond Principles which are applicable within Zhongliang Holdings Group.

In addition, the ESGWG will be responsible for managing any future updates of the Framework, including any expansion of requirements of use of proceeds.

Eligible Projects may include new projects, projects under construction or in Zhongliang Holdings Group's portfolio, with a disbursement date no older than 36 months prior to the issuance or signing date of the respective SFTs and during the life of the SFTs.

2.3 Management of Proceeds

The net proceeds from each SFT issued will be managed by Zhongliang Holdings Group's finance team and the proceeds of each SFT will be deposited in the general funding accounts. An amount equal the net proceeds will be earmarked for allocation to Eligible Projects, in accordance with Zhongliang Holdings Group Sustainable Finance Framework.

Zhongliang Holdings Group will maintain a register to keep track of the use of proceeds for each SFT. The register will contain the following information including:

2.3.1 Type of Funding Transaction

Key information includes issuer/borrower entity, transaction date, number of transactions, principal amount of proceeds, repayment or amortization profile, maturity date, interest or coupon, and the ISIN number in case of bond transaction.

2.3.2 Allocation of Use of Proceeds

- Name and description of Eligible Projects to which the proceeds of the SFTs have been allocated in accordance with the Framework
- Allocation of the proceeds of SFTs to Eligible Projects
- The balance of unallocated proceeds
- Information of temporary investment for unallocated proceeds

Zhongliang Holdings Group is committed to allocating all proceeds from the SFT to Eligible Project on a best effort basis within one year of the SFT issuance in accordance with the evaluation and selection process set out above.

Zhongliang Holdings Group will monitor the allocation to Eligible Project and track the net proceeds through its internal accounting system.

Pending allocation, the net proceeds from the SFT(s) issued may be invested in cash or cash equivalents, or used to repay existing borrowings under general credit facilities of Zhongliang Holdings Group.

During the life of the SFT issued, if the designated Projects cease to fulfil the Eligibility Criteria, the net proceeds will be re-allocated to replacement Projects that comply with the Eligibility Criteria, as soon as reasonably practicable.

2.4 Reporting

Zhongliang Holdings Group will provide information on the allocation of the net proceeds of its SFTs in Zhongliang Holdings Group's Sustainability/ESG Reports, Annual Report and/or website. Such information will be provided on an annual basis until full allocation. The information will contain at least the following details:

2.4.1 Allocation Reporting

Zhongliang Holdings Group will provide the following information for the net proceeds of all the SFTs during the period:

- The aggregate amount allocated to various Eligible Projects
- The remaining balance of funds which have not yet been allocated and type of temporary investment
- Share of financing vs. refinancing
- Examples of Eligible Projects (subject to confidentiality disclosures)

2.4.2 Impact Reporting

Where possible, Zhongliang Holdings Group will report on the environmental and social impacts associated with the Eligible Projects funded with the net proceeds of the SFT(s).

Subject to the nature of Eligible Projects and availability of information, Zhongliang Holdings Group aims to include, but not limited to, the following Impact Indicators:

Eligible Categories	Impact Indicators
Green Buildings	<ul style="list-style-type: none"> • Level of certification by property • Energy efficiency gains in MWh or % vs. baseline • Estimated avoided GHG emissions (tCO₂eq) • Annual energy savings (MWh pa) • Annual reduction in water consumption

Energy Efficiency	<ul style="list-style-type: none"> • Annual energy savings in MWh/GWh (electricity) and GJ/TJ (other energy savings) • Annual GHG emissions reduced/avoided in tonnes of CO₂ equivalent
Pollution Prevention and Control	<ul style="list-style-type: none"> • Waste that is prevented, minimised, reused or recycled before and after the project in % of total waste and/or in absolute amount in tonnes p.a. • Amount of waste reused or recycled (tons or in % of total waste)
Sustainable Water Management	<ul style="list-style-type: none"> • Amount of water recycled (litres) • Amount of water reused (litres)
Renewable energy	<ul style="list-style-type: none"> • Renewable energy produced (MWh) • Renewable energy capacity (MW) • Estimated avoided GHG emissions (tCO₂eq) • Annual energy savings (MWh pa)
Clean Transportation	<ul style="list-style-type: none"> • Annual GHG emissions reduced/avoided in tonnes of CO₂ equivalent
Access to Basic Infrastructure and Essential Services Affordable Housing	<ul style="list-style-type: none"> • Social impact indicators* and their methodologies; • Projected social impact (verified by a third-party whenever possible); and • Expected and additional social benefits.

*Appropriate environmental and social impact indicators will be determined in reference to frameworks and resources published by ICMA. Visit <https://www.icmagroup.org/green-social-and-sustainability-bonds/impact-reporting/> for more.

3. External Review

Zhongliang Holdings Group has engaged Sustainalytics to provide an external review on its Sustainable Finance Framework. The Second Party Opinion ('SPO') will be available on Zhongliang Holdings Group's official website.