

ZHONG AN REAL ESTATE LIMITED

眾安房產有限公司

董事會薪酬委員會職權範圍

**Terms of reference of
the Remuneration Committee of the Board of Directors**

Zhong An Real Estate Limited
眾安房產有限公司
(“Company” and 「本公司」)

Terms of reference of the Remuneration Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
本公司董事會(「董事會」)薪酬委員會(「委員會」)
職權範圍

(中文本為翻譯稿，僅供參考用)

- | | |
|--|---|
| 1. <u>Constitution</u> | 組成 |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 17 October 2007. | 本委員會按董事會於 2007 年 10 月 17 日會議通過的決議案成立。 |
| 2. <u>Membership</u> | 成員 |
| 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company. | 委員會成員由董事會從董事會成員中委任，人數不少於三名。大部份之成員須為本公司的獨立非執行董事。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. | 委員會主席由董事會委任及必須是獨立非執行董事。 |
| 2.3 The company secretary of the Company shall be the secretary of the Committee. | 本公司的公司秘書為委員會的秘書。 |
| 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. | 經董事會及委員會分別通過決議，方可委任額外或罷免委員會成員。 |

3. Proceedings of the Committee

3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members seven days (and in any event not less than three days) before the Committee meeting.

3.2 ***Quorum:*** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.

3.3 ***Frequency:*** Meetings shall be held at least once every year to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.

4. Overriding principles

4.1 Remuneration levels should be sufficient to attract and retain directors to run the company successfully, without paying more than necessary.

會議程序

會議通知:

除非委員會全體成員同意，委員會的會議通知期不應少於七天。

任何委員會成員及委員會秘書（應任何委員會成員的請求時）可於任何時候召集委員會會議。會議通知必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員（以該委員會成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準）。

口頭會議通知應儘快並在會議召開前以書面方式確實。

會議通知必須說明開會時間和地點，並應隨附議程及其他文件一般在召開委員會會議前七天（無論如何不少於三天）送達各委員會成員參閱。

法定人數: 委員會會議的法定人數為兩位委員會成員，且大部份出席的成員須為獨立非執行董事。

次數: 每年最少開會一次，以制訂有關執行董事酬金的政策及釐定全體董事的薪酬待遇。

首要的基本規則

所定薪酬的水準應足以吸引及挽留可令公司成功營運的董事，又不致支付過多的酬金。

- 4.2 No director should be involved in deciding his own remuneration. 任何董事不得參與訂定本身的酬金。
- 4.3 The Committee should consult the chairman and/or chief executive officer about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary. 委員會應就其他執行董事的薪酬建議諮詢主席及/或行政總裁。如有需要，委員會應可尋求獨立專業意見。
- 5. Alternate Committee members** **委員會成員替任代表**
- 5.1 A Committee member may not appoint any alternate. 委員會成員不能委任任何替任代表。
- 6. Authority of the Committee** **委員會的權力**
- 6.1 The Committee may exercise the following powers:
- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract ; 在有關合同簽訂前，審閱所有董事及高級管理人員的服務合同草案及向本公司的人力資源部門就變更該等合同的條款提出建議；
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management; 就執行董事及高級管理人員的薪酬、獎金及福利提供意見；
- (c) to request the Board to convene a shareholders' meeting for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly; 如有證據顯示任何董事及/僱員失職，要求董事會召開股東大會取消有關董事的委任及罷免有關僱員的職務；
- (d) to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary; and 如認為有需要，可尋求外部法律或其他獨立專業意見並邀請具備相關經驗及專業知識的外界人士出席會議；及
- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged. 為使委員會能合理地執行第七章項下的職責，行使其認為必要及適宜的權力。
- 6.2 The Committee should be provided with sufficient resources to perform its duties. 委員會應獲供給充足資源以履行其職責。

7. Duties

7.1 The duties of the Committee shall be:

- (a) to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy ;
- (b) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive directors. The Committee should consider salaries paid by comparable companies, time commitment and responsibilities, employment conditions elsewhere in the group;
- (c) to review and approve management's remuneration proposal with reference to corporate goals and objectives resolved by the Board from time to time;
- (d) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (g) to review and approve the remuneration report of the Group, if any; and

職責

委員會履行以下職責：

就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；

獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及補償金額（包括喪失或終止職務或委任的補償），並就非執行董事的薪酬向董事會提出建議。委員會應考慮同類公司支付的薪酬、須付出的時間及職責及集團內其他職位的僱用條件；

參照董事會不時通過的企業方針和目標，檢討及批准管理層的薪酬建議；

檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能按合約條款一致，賠償亦須公平合理，不致過多；

檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條一致；若未能與合約條款一致，有關賠償亦須合理適當；

確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬；

審閱及批准本集團的薪酬報告（如有）；及

(h) to make available this terms of reference, explaining its role and authority delegated to it by the Board by including the same on The Stock Exchange of Hong Kong Limited's website and Company's website,.

委員會應在香港聯合交易所有限公司網站及本公司網站上公開其職權範圍，並解釋其角色及董事會轉授予其的權力。

8. Minutes and records

會議記錄

8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

委員會的完整會議記錄及書面決議應由委員會秘書保存。

8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records within a reasonable time after the meeting or before the passing of the written resolutions.

委員會秘書應於委員會會議結束後或書面決議通過前的合理時段內，把委員會會議記錄或書面決議（視乎情況而定）的初稿及最後定稿發送委員會全體成員徵求意見及作其記錄之用。

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應就年內委員會所有會議記錄存檔，以及具名記錄每名成員於委員會會議的出席率。

9. Continuing application of the articles of association of the Company

本公司組織章程的持續適用

The articles of association of the Company (the "Articles") regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

本公司組織章程細則（「細則」）對董事會會議及其程序的規定，在其適用及本職權範圍條文未有取代情況下，適用於委員會的會議及程序。

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the Articles and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

董事會權力

董事會在遵守細則及香港聯合交易所有限公司證券上市規則(「**上市規則**」)(包括聯交所上市規則之附錄十四《企業管治常規守則》或公司自行制定的企業管治常規守則(如被採用))的前提下,可隨時修訂、補充及廢除委員會的職權範圍及委員會通過的決議,惟有關修訂及廢除該等職權範圍及委員會通過的決議,並不影響任何委員會已採取的行動或已經通過的決議的有效性。