



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(the “Company”)

(“本公司”)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

薪酬委員會職權範圍

(adopted on 15 May 2008, amended on 30 March 2012 and 15 March 2023)

(於2008年5月15日採納，於2012年3月30日及2023年3月15日修訂並通過)

1. Constitution

組成

- 1.1 The board of directors (the “**Board**”) of Anxian Yuan China Holdings Limited (the “**Company**”) has resolved to establish a committee of the Board known as the remuneration committee (the “**Remuneration Committee**”) with authority, responsibility and specific duties as described below.

安賢園中國控股有限公司(「本公司」)之董事會(「董事會」)已議決成立名為薪酬委員會(「薪酬委員會」)之董事委員會，其權力、責任及具體職責概述如下。

- 1.2 The terms of reference of the Remuneration Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

薪酬委員會職權範圍須符合香港聯合交易所有限公司證券上市規則(「上市規則」)(經不時修訂)的要求。

2. Membership

成員

- 2.1 All members of the Remuneration Committee shall be appointed by the Board and can be removed by the Board at its sole discretion.

薪酬委員會所有成員須由董事會委任，並可由董事會全權酌情罷免。

* For identification purpose only

僅供識別

2.2 The majority of members of the Remuneration Committee shall be independent non-executive directors (“INEDs”).

薪酬委員會成員當中過半數成員須為獨立非執行董事。

2.3 The Board shall appoint the Chairman of the Remuneration Committee who shall be an INED.

薪酬委員會之主席須由董事會委任，並須為獨立非執行董事。

3. Secretary

秘書

3.1 The company secretary of the Company shall act as the secretary of the Remuneration Committee.

薪酬委員會之秘書由本公司之公司秘書擔任。

3.2 The Remuneration Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Remuneration Committee.

薪酬委員會可不時委任其他任何具備合適資格及經驗之人士為薪酬委員會之秘書。

4. Frequency and proceedings of meetings

開會的次數和程序

4.1 At least one meeting of the Remuneration Committee will be held each year provided that any ad hoc meetings shall be convened as and when deemed necessary.

薪酬委員會每年將至少舉行一次會議，並可於必要時召開任何特別會議。

4.2 Meetings of the Remuneration Committee shall be convened by the secretary of the Remuneration Committee at the request of any of its members.

薪酬委員會會議須由秘書應任何成員的要求而召開。

4.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Remuneration Committee, and to any other person required to attend: (a) in relation to all regular meetings of the Remuneration Committee, at least 14 days before the date of the meeting; and (b) in relation to all other meetings of the Remuneration Committee, within a reasonable time prior to the date of the meeting.

除另有協定外，確認會議地點、時間及日期的每次大會通告須於以下時間發送予薪酬委員會每名成員以及須出席會議的任何其他人士：(a)就薪酬委員會所有常規會議而言，於會議日期前至少 14 日；及(b)就薪酬委員會所有其他會議而言，於會議日期前的合理期間內。

- 4.4 An agenda of items to be discussed, together with supporting papers shall be sent to the members and to other attendees as appropriate within a reasonable time prior to the date of the meeting.
將予討論事項的議程連同相關文件，須於會議日期前合理期間內發送予薪酬委員會成員及其他出席人員（如適用）。
- 4.5 The quorum of a meeting of the Remuneration Committee shall be two (2), of which at least one (1) of them should be an INED. No business shall be transacted at any meeting of the Remuneration Committee unless a quorum is present.
薪酬委員會的會議法定人數為兩名成員，當中至少一名應為獨立非執行董事。若出席薪酬委員會會議的成員人數未達法定人數，則會議不得處理任何事務。
- 4.6 The Remuneration Committee may, from time to time, invite independent advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
薪酬委員會可不時邀請獨立顧問參與會議及提供建議予成員，顧問包括但不限於外來顧問。
- 4.7 Only members of the Remuneration Committee are entitled to vote at the meetings.
僅薪酬委員會成員有權於會上投票。
- 4.8 Meeting can be attended in person or via electronic means including telephonic or video conferencing. The members of the Remuneration Committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
會議可以親身出席、採用電話或視像會議等電子方式舉行。薪酬委員會成員可透過會議電話或類似通訊設備（所有參與會議之人士均能夠透過該設備聆聽對方）參與會議。
- 4.9 Questions arising at any meeting shall be determined by a majority of votes of the members of the Remuneration Committee who are entitled to attend and vote at the meeting. Each member of the Remuneration Committee shall have one vote. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.
在任何會議上提出的事項須由有權出席會議並投票的薪酬委員會成員以大多數票數通過決定。薪酬委員會每名成員有一票表決權。如贊成與反對票數相等，會議主席有權投下多一票亦即決定性一票。
- 4.10 A resolution in writing signed by all the members of the Remuneration Committee shall be as valid and effective as if it had been passed at a meeting of the Remuneration Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. Any such resolution may be contained in a single document or may consist of counterparts each signed by one or more of the members of the Remuneration Committee.
由薪酬委員會全體成員簽署的書面決議案，如同在薪酬委員會會議上通過一樣

有效。該決議案可經傳真或其他電子通信方式簽署及傳閱。任何該決議案可以包含在單一文件之中，也可以由薪酬委員會一名或多名成員簽署的副本組成。

4.11 Full minutes of Remuneration Committee meeting should be kept by a duly appointed secretary of the Remuneration Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting. 薪酬委員會的完整會議紀錄應由正式委任的薪酬委員會秘書保存，並可供董事審閱。會議紀錄之草稿及最終定稿應在會議結束後一段合理時間內先後發送委員會全體成員，初稿供成員表達意見，最終稿作其紀錄之用。

4.12 Members must abstain from voting in respect of any resolution which he is an interested party. 各成員對於其具有利益關係的任何決議案，必須放棄表決。

5. Attendance at Meetings

出席會議

Upon the invitation from the Remuneration Committee, other persons including but not limited to any director, management, external advisers or consultants can attend all or part of any meeting as and when appropriate.

在薪酬委員會之邀請下，其他人士（包括但不限於任何董事、管理層、外聘顧問或諮詢師）可於適當時出席任何會議或者當中部分。

6. Annual General Meeting

股東週年大會

The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's work and responsibilities.

薪酬委員會主席或（如其不在）薪酬委員會其他成員或（如並無其他成員）薪酬委員會主席正式委任的受委人，須出席本公司股東週年大會，並準備回答股東週年大會上就薪酬委員會的工作及職責提出的問題。

7. Duties

職責

The duties and functions of the Remuneration Committee shall include such duties and functions set out in the relevant code provisions of the Corporate Governance Code. Without limitation to the foregoing, the Committee shall:

委員會的職責及職能須包括企業管治守則相關守則條文所載職責及職能。在不限於以上所述的前提下，委員會須負責：

- 7.1 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;
就發行人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；
- 7.2 to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
因應董事會所訂企業方針及目標而檢討及批准管理層之薪酬建議；
- 7.3 to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
就個別執行董事及高級管理人員的薪酬方案向董事會提出建議，包括實物津貼、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；
- 7.4 to make recommendations to the board on the remuneration of non-executive directors;
就非執行董事之薪酬向董事會提出建議；
- 7.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；
- 7.6 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;
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；若未能與合約條款 一致，賠償亦須公平合理，不致過多；
- 7.7 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;
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款一致；若未能與合約條款一致，有關賠償亦須合理適當；
- 7.8 to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;
確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬；
- 7.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and
審閱及／或批准上市規則第 17 章所述有關股份計劃的事宜；及

7.10 To consider and carry out any other matters specifically referred to the Remuneration Committee by the board.

考慮及執行董事會特定提交薪酬委員會處理之任何其他事項。

8. Reporting Procedures

報告程序

The Remuneration Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Remuneration Committee, the chairman of the Remuneration Committee shall report to the Board on findings and recommendations of the Remuneration Committee, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

薪酬委員會須定期向董事會報告。於薪酬委員會會議之後舉行的下一次董事會會議上，薪酬委員會主席須向董事會報告薪酬委員會的調查結果及推薦建議，除非此舉受到法律或監管限制（例如由於監管規定的披露限制）。

9. Authority

權力

9.1 The Remuneration Committee shall consult the Chairman of the Board and/or Managing Director about its remuneration proposals for other executive directors and senior management.

薪酬委員會須就其他執行董事及高級管理人員之薪酬建議諮詢董事會主席及／或董事總經理；

9.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.

薪酬委員會獲董事會授權可要求本公司高級管理人員提供任何與薪酬有關之資料，以履行其職責。

9.3 Any Member of the Remuneration Committee may seek independent professional advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member of the Remuneration Committee.

任何薪酬委員會之成員可在適當情況下尋求獨立專業意見，以履行身為薪酬委員會成員之職責，費用概由本公司承擔。

9.4 The Remuneration Committee shall be provided with sufficient resources to perform its duties.

薪酬委員會將獲提供充足資源以履行其職責。

10. Publication and Update of the Terms of Reference

職權範圍的發佈及更新

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Stock Exchange of Hong Kong Limited's and the Company's website.

當有需要時，本職權範圍應就環境及法定要求（如，上市規則）的改變而作出更新及修改。本職權範圍應透過將資料登載於香港聯合交易所有限公司及公司網站上向公眾公開。

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)

（倘中英文版本有任何分歧，概以英文版本為準。）