

# COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED

碧桂園服務控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6098)**

(hereafter the “Company”)

## Remuneration Committee — Terms of Reference

### 1. Members

- 1.1 The remuneration committee of the Company (the “**Remuneration Committee**”) should be established by the board of directors of the Company (the “**Board**”) and it should comprise a majority of independent non-executive directors.
- 1.2 The Chairman of the Remuneration Committee must be appointed by the Board and must be an independent non-executive director of the Company.
- 1.3 The terms of appointment of Remuneration Committee members should be determined by the Board at the appointment date.
- 1.4 Additional appointments or removals of Remuneration Committee members shall be effected by resolutions passed by the Board. An appointment of a Remuneration Committee member shall be automatically revoked if such member ceases to be a member of the Board.

### 2. Secretary

- 2.1 The Company Secretary of the Company shall act as the secretary of the Remuneration Committee.
- 2.2 The Remuneration Committee may from time to time, appoint any other person with appropriate qualifications and experience to act as the secretary of the Remuneration Committee.

### 3. Meeting

- 3.1 The Remuneration Committee shall meet at least once a year.
- 3.2 The Chairman of the Remuneration Committee may convene additional meetings at his/her discretion.
- 3.3 Due notice should be given for any meeting, unless such notification is waived by all members of the Remuneration Committee. Notwithstanding the notification period, the attendance of a member of the Remuneration Committee at the meeting shall be treated as a waiver of the required notification requirement.
- 3.4 The quorum of a meeting shall be three members of the Remuneration Committee of whom at least two must be independent non-executive directors.

- 3.5 Meetings can be attended in person or via electronic means including telephone or videoconferencing. The members of the Remuneration Committee can attend a meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear each other via such communication device).
- 3.6 Resolutions of the Remuneration Committee shall be passed by more than half of votes cast by its members.
- 3.7 A resolution passed and signed by all members of the Remuneration Committee is valid, and the validity is the same as any resolution passed at a meeting duly convened.
- 3.8 Full minutes of Remuneration Committee meetings should be kept by the Company Secretary or the duly appointed secretary of the Remuneration Committee and be available for review by the directors. Draft and final versions of minutes of meetings should be sent to all members of the Remuneration Committee for their comment and record respectively within a reasonable time after the meeting.
- 3.9 Proceedings of meetings of the Remuneration Committee shall be governed by the relevant provisions of the Articles of Association of the Company (as amended from time to time).

#### **4. Meeting attendance**

- 4.1 Upon the invitation from the Remuneration Committee, the chairman of the Board and/or the president, the chief financial officer, external advisor and other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the Remuneration Committee can vote in a meeting.

#### **5. Annual General Meeting**

- 5.1 The Chairman of the Remuneration Committee or (if absent) another member of the Remuneration Committee (must be an independent non-executive director) shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

#### **6. Duties and Powers**

The Remuneration Committee shall have the following duties and powers:

- 6.1 to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 6.2 to review and approve management's remuneration proposals with reference to the Board's corporate goals and objectives;

- 6.3 to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, and to ensure a significant proportion of executive directors' remuneration should link rewards to corporate and individual performance. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 6.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 6.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 6.6 to review and approve the 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;
- 6.7 to review and approve compensation arrangements relating to the dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- 6.8 to ensure that no director (including any member of the Remuneration Committee) or any of their associates is involved in deciding that director's own remuneration;
- 6.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Main Board Listing Rules of The Stock Exchange of Hong Kong Limited (the "**Listing Rules**");
- 6.10 to make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Stock Exchange and the Company's website;
- 6.11 to review and approve the Company's disclosure in its annual reports of the remuneration policies of directors, details of any remuneration payable to members of senior management by band and other matters related to remuneration;
- 6.12 to advise the shareholders of the Company on any director's service contract which requires shareholders' approval according to Rule 13.68 of the Listing Rules and to recommend to the shareholders of the Company (other than the shareholder who is a director with a material interest in such service contract and its respective associate) as to how to vote on such;
- 6.13 the Remuneration Committee shall consult the chairman of the Board and/or the president of the Company about their remuneration proposals for other executive directors. The Remuneration Committee should have access to independent professional advice if necessary; and
- 6.14 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

## **7. Reporting**

- 7.1 The Remuneration Committee shall report to the Board on a regular basis on its decisions and recommendations after every meeting.

## **8. Authority**

- 8.1 The Remuneration Committee is authorised to request the senior management of the Company to provide any remuneration-related information it requires in order to perform its duties.
- 8.2 The Remuneration Committee should be provided with sufficient resources to perform its duties and have access to independent professional advice if necessary at the Company's expense if reasonable.

*Remark:*

- (1) *independent professional advice can be sought via the chief financial officer of the Company or the Company Secretary.*
- (2) *“senior management” refers to the same persons referred to in the Company's annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of the Company's subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the Company's directors, is appropriate.*