

**ZHONG AN REAL ESTATE LIMITED**

**眾安房產有限公司**

**董事會管治委員會職權範圍**

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

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

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**Terms of reference of the Governance Committee (“Committee”)  
of the Board of Directors (“Board”) of the Company**  
**本公司董事會(「董事會」)管治委員會(「委員會」)**  
**職權範圍**

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(中文本為翻譯稿，僅供參考用)

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|---|-------------------------------------|
| <b>1. <u>Constitution</u></b>   | <b>組成</b>                           |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 2 March 2012.  | 本委員會按董事會於 2012 年 3 月 2 日會議通過的決議案成立。 |
| <b>2. <u>Membership</u></b>   | <b>成員</b>                           |
| 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.  | 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。         |
| 2.2 The Chairman of the Committee shall be appointed by the Board.  | 委員會主席由董事會委任。                        |
| 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。      |
| <b>3. <u>Proceedings of the Committee</u></b>   | <b>會議程序</b>                         |
| 3.1 <b>Notice:</b>  | <b>會議通知:</b>                        |
| (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days’ notice.   | 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。        |

- (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.
- 3.3 **Frequency:** Meetings shall be held at least once every year.
- 4. Overriding principles**
- 4.1 The Committee shall ensure the compliance of legal and regulatory requirements by the Company.
- 4.2 The Committee should have access to independent professional advice if necessary.
- 5. Alternate Committee members**
- 5.1 A Committee member may not appoint any alternate.
- 6. Authority of the Remuneration Committee**
- 6.1 The Committee may exercise the following powers:
- 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）可於任何時候召集董事會議。會議通告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（以該成員最後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（及在會議召開前）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。
- 次數：** 每年最少開會一次。
- 首要的基本規則**
- 委員會應確保本公司遵守法律及監管要求。
- 如有需要，委員會應可尋求獨立專業意見。
- 委員會成員替任代表**
- 委員會成員不能委任任何替任代表。
- 委員會的權力**
- 委員會可以行使以下權力：

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| (a)       | to monitor whether the Company has complied with code provisions of the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”); | 監察本公司有否遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄 14 所載的企業管治常規守則（「守則」）的守則條文； |
| (b)       | to make recommendations to the Board for the compliance of corporate governance by the Company;  | 建議董事會務使本公司遵守守則；  |
| (c)       | 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，可向有相關經驗及專業才能的外部人士尋求獨立法律及其他專業意見和確定其參與會議；及                        |
| (d)       | 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 discharge its duties.  | 委員會應獲供給充足資源以履行其職責。   |
| <b>7.</b> | <b><u>Duties</u></b>   | <b>職責</b>  |
| 7.1       | The duties of the Committee shall be:  | 委員會履行以下職責：   |
| (a)       | to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;  | 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；  |
| (b)       | to review and monitor the training and continuous professional development of directors and senior management;   | 檢討及監察董事及高級管理人員的培訓及持續專業發展；  |
| (c)       | to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;   | 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；  |
| (d)       | to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors ;  | 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；   |
| (e)       | to review the Company’s compliance with the Code and the disclosure in the Corporate Governance Report; and  | 檢討本公司遵守守則的情況及在《企業管治報告》內的披露；及   |

(f) to make available this terms of reference, explaining its role and authority delegated to it by the Board by including the same on the Company's website and/or Stock Exchange's website.

委員會應在本公司及/或聯交所網站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 respectively 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簽署前的合理時段內，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 ("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**

## **董事會權力**

10.1 The Board may, subject to compliance with the Articles and 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.

董事會在遵守細則及上市規則(包括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，可隨時對委員會的職權範圍及委員會通過的決議修訂、補充及廢除，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通過的決議的有效性。