



佳寧娜集團控股有限公司
CARRIANNA GROUP HOLDINGS COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00126)

**REMUNERATION COMMITTEE
TERMS OF REFERENCE**

(Adopted on 1 April 2005, First amended and restated on 26 March 2012,
Second amended and restated on 13 January 2023)

Constitution

1. The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved to establish a committee of the Board to be known as the Remuneration Committee (the “**Committee**”).

Membership

2. The Committee shall be appointed by the Board from amongst the non-executive Directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members.
3. The chairman of the Committee (the “**Chairman**”) shall be an independent non-executive Director and appointed by the Board.

Secretary

4. The company secretary shall be the secretary of the Committee (the “**Secretary**”).

Frequency of meetings

5. Meetings shall be held not less than once a year.

Notice of meeting

6. Notice of meetings shall be given to all members of the Committee at least 7 days before the meeting.
7. Management of the Company has an obligation to supply the Committee with adequate information, in a timely manner, to enable it to make informed decisions. The information supplied must be complete and reliable.

Authority

8. The Committee shall consult the chairman and/or chief executive of the Company about their remuneration proposals for other executive Directors.
9. The Committee is authorized by the Board to seek any remuneration related information it requires from any employee in order to perform its duties.
10. The Committee is authorized by the Board to have access to independent professional advice if necessary.
11. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice, at the Company's expense.

Duties

12. The duties of the Committee shall include:
 - (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 review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- (c) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or
 - (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office of appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (f) 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;
- (g) 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;
- (h) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited;
- (i) to ensure that no Director or any of his associates is involved in deciding his own remuneration and that, as regards the remuneration of a non-executive Director who is a member of the Committee, his remuneration should be determined by the other members of the Committee;
- (j) to advise shareholders of the Company on how to vote with respect to any service contracts of Directors that require shareholders' approval under Rule 13.68 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); and

- (k) to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

For the purpose of this paragraph, “**senior management**” shall refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under Appendix 16 of the Listing Rules.

Reporting procedures

- 13. Minutes of meetings of the Committee shall be kept by the Secretary and shall be open for inspection at any reasonable time on reasonable notice by any Director.
- 14. Minutes of meetings of the Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes shall be sent to all Directors for their comment and records respectively, within a reasonable time after the meeting is held.

Annual general meeting

- 15. The Chairman, or in his absence, another member of the 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 meeting in relation to the work and responsibilities of the Committee.