



**JOY CITY PROPERTY LIMITED**  
**大悦城地產有限公司**

*(incorporated in Bermuda with limited liability)*

(Stock code: 207)

**Terms of Reference of the Remuneration Committee (the “Committee”)**

**A. Membership**

- (a) Members of the Committee shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of Joy City Property Limited (the “**Company**”) and shall be made up of at least three members, the majority of whom should be independent non-executive Directors;
- (b) Only members of the Committee have the right to attend Committee meetings, however, other members of the Board or senior management may be invited to attend, as appropriate. External advisers may also be invited to attend all or part of any Committee meeting, as and when appropriate;
- (c) Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the Board; and
- (d) The Board shall appoint the Committee Chairman who shall be the Chairman of the Board or an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of them, who shall be an independent non-executive Director, to chair the meetings of the Committee.

**B. Secretary**

The Company Secretary or his/her nominee shall be secretary of the Committee. Minutes will be taken for all Committee meetings and kept by the Company Secretary. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records within a reasonable time after the Committee meeting.

### **C. Authority**

The Committee is authorised to:

- (a) have access to such training and resources (including employees) in order to carry out its duties as it may consider appropriate;
- (b) obtain, at the Company's expense, any advice or support from external advisers or experts including legal advisers on any matters to perform its responsibilities within these terms of reference; and
- (c) have access to any information, record or report from any Group employee in order to perform its duties and request any employee to attend Committee meetings and answer questions as and when required.

### **D. Quorum**

The quorum necessary for the transaction of business by the Committee at a meeting of the Committee shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### **E. Frequency of Meetings**

The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.

### **F. Notice of Meetings**

Proceedings of the Committee's meetings are governed by the provisions contained in the Company's Bye-laws.

### **G. Duties, powers and functions**

The Committee's responsibilities shall include the following:

- (a) 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) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- (c) 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 or appointment;
- (d) make recommendations to the Board on the remuneration of non-executive Directors;
- (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- (f) 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) review and approve the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) ensure that no Director or any of their associates is involved in deciding that Director's own remuneration;
- (i) review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
- (j) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (k) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

## **H. Reporting Responsibilities**

The Committee shall report regularly to the Board at the next Board meeting following a Committee's meeting on its findings and recommendations.

– End –

Updated in March 2023