



BEIJING PROPERTIES (HOLDINGS) LIMITED

北京建設（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 925)

(“the Company”)

**TERMS OF REFERENCE
OF
REMUNERATION COMMITTEE**

1 Purpose

The key purpose of the establishment of the Remuneration Committee of the Company (the “Committee”) is to assist the Board in establishing formal and transparent procedure to determine the remuneration policy of the Directors of the Company, and establish appropriate remuneration levels for all directors. The remuneration committee shall ensure the remuneration is in line with the strategic objectives of the corporates, and provide remuneration plan in compliance with laws and regulations to attract, motivate and retain senior officers of the Company.

2 Membership and Secretary

2.1 The members of the Committee shall be appointed by the board of directors from amongst the members of the board of directors of the Company and shall consist of not less than four members, a majority of whom shall be independent non-executive directors of the Company.

2.2 The Committee shall have a chairman who shall be appointed by the Board and shall be independent non-executive directors. Apart from chairing the work of the Committee, the chairman shall attend all shareholders meetings.

2.3 The Company Secretary shall be the secretary of the Committee (the “Committee Secretary”).

2.4 Any change of member and secretary of the Committee shall be approved by the Committee and the Board of the Company.

3 Proceedings of meetings

3.1 The Committee shall meet at least once annually and additional meeting shall be held when demanded. Besides, the chairman of the Committee can convene meeting at any time.

3.2 Except that all members unanimously waive such notice period, notice of meeting shall be delivered at least seven days prior to such meeting (notice of additional meeting shall be delivered at least three days in advance). Irrespective of the length of notice being given, attendance of the meeting by the members shall be deemed waiver of the requisite length of notice of meeting by such member.

3.3 The quorum of a meeting shall be more than half of the members of the Committee attending the meeting and the majority shall be independent non-executive directors.

3.4 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting are capable of hearing each other.

3.5 Only the members of the Committee are entitled to vote on resolutions at the meetings.

3.6 Resolutions of the Committee at any meetings shall be passed by a simple majority of votes of the members present.

3.7 Complete minutes of meeting shall be kept by the secretary of the Committee. Draft and final versions of minutes of meetings shall be sent to all members for their comments and records, respectively, within a reasonable time after the meeting. Minutes of meetings shall be available for inspection by members.

4 Written resolution

Upon unanimous approval by all members of the Committee, written resolution can be passed.

5 Appointment of representative

Member of the Committee cannot appoint representative.

6 Duties, power and discretion

The Committee shall have the following duties, powers and discretion:

6.1 The Committee can invite external expert, the other members of the Board, senior officers, external consultant and/or any other persons to attend the meetings and advise as needed. The Committee shall be provided with sufficient resources to perform its duties

6.2 The Committee shall formulate remuneration policy for approval by the Board, which shall take into consideration factors such as salaries paid by comparable companies, employment conditions and responsibilities, and individual performance of the directors, senior management, and the general staff. Performance shall be measured against corporate goals and objectives resolved by the Board from time to time; and implement the remuneration policy laid down by the Board.

6.3 The duties of the Committee shall include:

- (a) establish guidelines for the recruitment of the general manager and senior management;
- (b) recommend to the Board the Company's policy and structure for the remuneration of all directors (including non-executive directors, and the Chief Executive as an ex-officio member) and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy; whilst ensuring that no director or any of his associates is involved in deciding his own remuneration;
- (c) review and approve the senior management's remuneration proposals by reference to the Board's corporate goals and objectives;
- (d) recommend to the Board on the remuneration packages of executive directors and senior management, which shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (e) recommend to the Board on the remuneration of non-executive directors including independent non-executive directors;
- (f) review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment which shall be consistent with contractual terms and is otherwise fair and not excessive;
- (g) review and approve compensation arrangements in connection with dismissal or removal of directors for misconduct which shall be consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
- (i) consider the annual performance bonus for Executive Directors, senior management, and the general staff, having regard to their achievements against the performance criteria and by reference to market norms, and make recommendation to the Board;
- (j) 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 (the "Listing Rules");
- (k) consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time; and
- (l) to review from time to time as appropriate these terms of reference and the effectiveness of the remuneration committee and recommend to the Board any necessary changes.

7 Reporting Procedures

7.1 Final version of minutes of meetings of the Committee shall be maintained and shall be reported in written format to the Board.

7.2 The Committee Secretary is responsible for delivery of minutes of the Committee to the Board.

7.3 The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

8 Right of explanation

The right of explanation of this term of reference belongs to the Board.

(Adopted by the Board on 30 March 2012, revised on 30 March 2023, and further revised on 15 August 2023.)