



Beijing Capital Jiaye Property Services Co., Limited

北京京城佳業物業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2210)

Working Rules of the Remuneration and Evaluation Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 For the purpose of establishing and optimizing the remuneration management system of Beijing Capital Jiaye Property Services Co., Limited (the “Company”) and improving the corporate governance structure, the Company has established the Remuneration and Evaluation Committee (the “Committee”) under the board of directors of the Company (the “Board”) pursuant to the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association, the Rules of Procedure for the Board of the Company and other relevant laws, regulations and regulatory documents, and has formulated these Rules.

Article 2 The Committee is a specific working body under the Board and is mainly responsible for formulating the evaluation criteria for the directors and senior management of the Company and conducting evaluation on them. The Committee is also responsible for formulating and reviewing the remuneration policies and schemes of the directors and senior management of the Company. The Committee is accountable to the Board and shall report its work to the Board.

Article 3 The directors mentioned in these Rules refer to all of the directors of the Company, and senior management officers refer to the general manager, deputy general manager, chief accountant, secretary to the Board and other senior management officers recognized in the Articles of Association.

Article 4 These Rules are applicable to the Committee and the relevant officers and departments involved in these Rules.

Chapter 2 Composition and Working Organization of the Committee

Articles 5 The Committee shall comprise at least three directors and no less than 2/3 members shall be independent non-executive directors.

Article 6 The members of the Committee shall be nominated by the Chairman of the Board and elected by simple majority of all directors.

Article 7 The Committee shall have one chairman who shall be an independent non-executive director. The chairman shall be nominated by the Chairman of the Board for consideration and approval by the Board.

Article 8 The term of office of the Committee shall coincide with the term of office of the same session of the Board, and the term of office of the members shall coincide with the term of office of the directors. Upon expiration of a member's term of office, he/she may be re-elected for a consecutive session. The Board will conduct regular assessment on the independence and duty performance of the Committee members, and members who are not suitable to continue acting as members may be replaced, if necessary. In the event of a Committee member who has ceased to be a director of the Company during his/her term of office, or if a member who should be in the capacity of an independent non-executive director has ceased to be independent as required under the Hong Kong Listing Rules, he/she will lose his/her eligibility to be a member, and the Board will re-elect a member to fill the vacancy in accordance with the relevant requirements under the Hong Kong Listing Rules. The term of office of the re-elected member shall continue until the end of the session of directorship of such member. A Committee member may not be removed without cause before the expiration of his/her term, unless there is any circumstance that the Committee member shall not be in office in accordance with the laws, regulations, the Articles of Association or the provisions in these Rules.

Article 9 A member of the Committee may tender his/her resignation to the Board before expiration of his/her term of office, he/she should state his/her reason of resignation in the resignation report and shall give an explanation on matters that require attention from the Board. When the number of members of the Committee is less than the minimum number as stipulated in these Rules, the resigned members should continue to perform his/her relevant duties until commencement of duties by the newly appointed members.

Article 10 When proposed by the Chairman of the Board, after discussion and approval by the Board, adjustment may be made to Committee members even before expiration of their terms of office.

Article 11 A member of the Committee may concurrently act as a member of another special committee under the Board provided he/she has sufficient capabilities to perform the duties.

Article 12 When the number of members or the composition of the Committee fails to meet the requirements under these Rules, the Board shall fill the vacant position(s) in accordance with the requirements of these Rules or the Articles of Association.

Article 13 With the coordination of the secretariat of the Board, the general office (human resources) of the Company acts as the working organization for the Committee, providing support and services to the work of the Committee and undertaking relevant tasks assigned by the Committee.

Chapter 3 Duties of the Committee

Article 14 The major duties of the Committee include:

- (1) make recommendations to the Board regarding the remuneration policy and structure of all directors and senior management of the Company, establish formal and transparent procedures for establishing these remuneration policies;
- (2) review and approve remuneration proposals by reference to the corporate goals and objectives determined by the Board;
- (3) establish specific remuneration packages for all executive directors and senior management of the Company, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment); make recommendations to the Board regarding remuneration of non-executive directors. Factors to be considered by the Board shall include: requirements of relevant laws and regulations, salaries paid by comparable companies, time commitment and responsibilities of directors and senior management, employment criteria of other positions of the Company and whether or not remuneration should be performance-based;
- (4) formulate the management measures on evaluation of senior management of the Company, establish evaluation scheme, determine evaluation goals;
- (5) review and approve the performance-based remuneration by reference to the corporate goals approved by the Board from time to time;
- (6) review and approve compensation payable to executive directors and senior management in connection with loss or termination of their office or appointment, to ensure the compensation is determined in accordance with relevant contractual terms, and is otherwise fair and reasonable and will not create excessive burden to the Company;
- (7) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (8) monitor the evaluation of performance and salaries of responsible personnel of internal department of the Company, sub-branches and subsidiaries;
- (9) ensure that no director or any of his/her associates (as defined under the Hong Kong Listing Rules) is involved in determining his/her own remuneration;

- (10) review the discharge of responsibilities of relevant directors and senior management and conduct annual evaluation;
- (11) study the Company's policy and scheme on salary, benefit and reward and disciplinary proposal, and make recommendations to the Board; conduct evaluation on this regard;
- (12) in the course of perform the above duties, the Remuneration and Evaluation Committee may engage professional organizations for assistance;
- (13) perform other duties as delegated by the laws and regulations, relevant regulatory rules of the listing place(s), such as the Hong Kong Listing Rules, these Rules and the Board.

Article 15 The major duties of the chairman of the Committee include:

- (1) convene and preside over general and extraordinary meetings of the Committee;
- (2) supervise and examine the performance and implementation of resolutions of the Committee;
- (3) sign relevant documents of the Committee;
- (4) report the work of the Committee to the Board;
- (5) chairman of the Remuneration and Evaluation Committee shall attend annual general meeting and answer questions regarding the duties and responsibilities of the Remuneration and Evaluation Committee; in case of his/her absence, another member of the Remuneration and Evaluation Committee shall attend, or in case of absence of such member, a duly appointed proxy shall attend;
- (6) perform other duties as required by the laws and regulations, relevant regulatory rules of the listing place(s), such as the Hong Kong Listing Rules, these Rules and the Board.

Article 16 The major duties of a Committee member include:

- (1) attend meetings of the Committee punctually, and express opinions on the matters discussed thereon and exercise voting rights at the meetings;
- (2) propose matters for discussion at meetings of the Committee;
- (3) sit in on or observe relevant meetings of the Company, conduct studies and researches, and obtain reports, documents, materials and other relevant information necessary for the performance of his/her duties;

- (4) fully understand the duties of the Committee and those as a member of the Committee, and acquaint himself/herself with the operation, management, business activities and development of the Company to ensure his/her capacity in performing his/her duties;
- (5) guarantee that he/she has devoted sufficient time and attention to fulfil his/her duties;
- (6) perform other duties as delegated by the laws and regulations, relevant regulatory rules of the listing place(s), such as the Hong Kong Listing Rules, these Rules and the Board.

Article 17 The general office (human resources) shall be responsible for preliminary preparation for decision-making of the Committee and providing relevant information on the Company regarding:

- (1) the completion progress of primary financial indicators and operational objectives of the Company;
- (2) the individual scope of work and primary duties of senior management of the Company;
- (3) the completion progress of evaluation indicators of the directors and senior management;
- (4) relevant calculation basis for formulating the remuneration distribution plan of the Company based on the performance of the Company.

Chapter 4 Meetings of the Committee

Article 18 Meetings of the Committee are divided into regular meetings and ad hoc meetings.

Article 19 At least two regular meeting shall be held in each year, and a written notice shall be sent to all members three days before the date of a meeting.

Article 20 The Committee may convene ad hoc meetings according to its needs. The chairman of the Committee shall sign and issue a notice of meeting within three days from the date of actual occurrence of any of the following circumstances:

- (1) When the Board considers that is necessary;
- (2) When the chairman of the Committee considers that is necessary;
- (3) When more than two members propose to hold a meeting.

Article 21 The general office (human resources) shall be responsible for the delivery of a written notice of meeting to all members and the relevant persons invited to attend the meeting three days before the date of holding the meeting (except under special circumstances where the obligation of notification in advance is waived, but the chairman of the meeting shall make an explanation at the meeting). The content of the notice of meeting shall include the method, time, venue, date and issues for holding the meeting, the issue date of the notice, the contact person of the meeting and the contact methods, and the relevant information.

Article 22 The members of the Committee, upon receipt of the notice of meeting, shall confirm and give reply timely through appropriate means with relevant information (including but not limited to whether they intend to attend the meeting and the travel arrangement, etc.).

Article 23 Members of the Committee shall attend the meetings in person. When a member is unable to attend the meeting in person, he/she may submit a form of proxy signed by him/her to authorize other members of the Committee to attend the meeting and express opinions on his/her behalf. The form of proxy shall explicitly state the scope of authorization and the effective duration. A member may only appoint one other member each time to act on his/her behalf to exercise his/her voting right. If two or more persons are appointed to act on his/her behalf to exercise the voting right, such proxy is void. At the same time, each member cannot accept appointments by proxy from two or more members.

The member who attend the meeting on behalf of another member shall exercise his/her rights within the scope of authorization. A member who is unable to attend the meeting in person, fails to appoint another member of the Committee to exercise his/her rights on his/her behalf, and fails to submit his/her opinions in writing before the commencement of the meeting, will be deemed to have waived his/her rights.

A member who is unable to attend the meeting in person may also submit his/her opinions in writing on the matters to be discussed to exercise his/her rights, but the opinions in writing must be submitted to the general office (human resources) no later than commencement of the meeting.

Article 24 If a member of the Committee fails to attend two consecutive meetings of the Committee in person, and fails to appoint other members to attend on his/her behalf, and fails to submit his/her opinions in writing before the meetings; or if the number of Committee meetings attended by him/her in person within one year is less than 3/4 of the total number of meetings held, he/she will be deemed to have failed to perform his/her duties in the Committee, the Board may adjust the members of the Committee according to these Rules.

Article 25 A meeting of the Committee may be convened only when 2/3 of the members are present. A meeting of the Committee shall be presided over by the chairman of the Committee, if the chairman of the Committee is unable to attend the meeting, he/she may appoint other members to chair the meeting on his/her behalf. If the chairman of the Committee fails to perform his/her duties nor appoints other members to perform on his/her behalf, then any member of the Committee may report the case to the Board of the Company and a member who is an independent non-executive director will be designated by the Board to perform the duties of the Committee chairman.

Chapter 5 Rules of Procedure

Article 26 Each member of the Committee has one vote with voting rights. A resolution at the meeting must be passed by simple majority of all members of the Committee. Where the Committee is unable to form a valid resolution due to the abstention of members, such matter shall be submitted to the Board for consideration.

Article 27 Committee meetings are convened in the form of on-site meetings in general, and adopt a show of hands or voting by poll as the voting method. Under special circumstances, provided it is ensured that the members of the Committee are able to express their opinions sufficiently, a meeting may be convened by means of communication with consent from the chairman of the Committee. When a meeting is convened by means of communication, the members of the Committee shall submit their written opinions on the matters to be discussed to the Board within the period as required in the notice of meeting.

Article 28 At the Committee meeting when the matters for consideration are being studied and discussed, the Committee members shall express their opinions clearly, independently and sufficiently based on their own judgment; when there are different opinions, such different opinion shall be stated in the minutes of the meeting to be presented to the Board.

Article 29 The Committee may invite directors of the Company, relevant senior management officers, relevant experts of the Company or social experts, scholars and intermediary agencies and relevant persons to attend the meeting as guests. Persons attending the meeting as guests should provide explanations and illustrations as required by the members of the Committee.

Article 30 The Committee may engage external professionals or institutions to provide professional opinions, if necessary, with approval by the Board. The reasonable expenses incurred will be borne by the Company.

Article 31 When a member of the Committee has a conflict of interest in the matter to be considered by the Committee, such member shall abstain from voting at the meeting.

Article 32 All personnel attending the meeting shall have the obligation to keep all matters discussed at the meeting confidential and shall not disclose any information relating thereto without authorization.

Chapter 6 Minutes and Meeting Summaries of the Committee

Article 33 Minutes of meeting should be compiled for meetings of the Committee. The minutes of meeting will be prepared by the working organization of the Committee and include the following content:

- (1) Serial number of the meeting, the method, date and venue of convening the meeting, and the name of the chairman of the meeting;
- (2) The members' presence, absence and proxy attendance at the meeting;
- (3) The name and position of the persons attending the meeting;
- (4) Matters considered at the meeting;
- (5) Main points made by the members of the Committee and other relevant attendees;
- (6) The person who records the minutes of meeting;
- (7) The minutes or resolutions of meetings shall specify the abstention of interested member(s) (where applicable).

Members attending the meeting shall sign on the minutes of meeting of the Committee.

Article 34 After holding a meeting of the Committee, the general office (human resources) is responsible for preparing a meeting summary recording the considerations and discussions of the meeting. Apart from submission to the Board of the Company, the meeting summary will also be sent to the members of the Committee, the secretary to the Board and the relevant departments and persons.

Article 35 The minutes of meeting, meeting summary, form of proxy, written opinions of members and other meeting materials will be handled by the general office (human resources) in accordance with the relevant requirements.

Chapter 7 Supplementary Provisions

Article 36 Unless otherwise specified, the terms used in these Rules shall have the same meaning as those used in the Articles of Association.

Article 37 Any matters not covered by these Rules and any inconsistency between these Rules and the laws, administrative regulations, regulatory documents, relevant regulatory rules of listing place such as the Hong Kong Listing Rules or lawfully revised Articles of Association enacted or promulgated after these Rules have become effective, the provisions of the relevant national laws, administrative regulations, regulatory documents, relevant regulatory rules of listing place such as the Hong Kong Listing Rules and Articles of Association shall prevail for implementation, and these Rules shall be amended immediately and submitted to the Board for consideration and approval.

Article 38 These Rules have been considered and approved by the Board and shall become effective on the date when the overseas listed foreign shares of the Company are listed and commence trading on The Stock Exchange of Hong Kong Limited.

Article 39 The rights of interpretation and amendment of these Rules shall be vested in the Board of the Company.

Article 40 These Rules are published in both English and Chinese versions. In case any discrepancy arises between the English and the Chinese versions, the Chinese version shall prevail.