

**EVERGREEN INTERNATIONAL HOLDINGS LIMITED**  
(the "Company")  
(Incorporated in the Cayman Islands with limited liability)

**TERMS OF REFERENCE FOR THE SHARE AWARD PLAN COMMITTEE**

These terms of reference were approved and adopted by the resolutions of the board of directors of the Company (the "Board") passed on 27 August 2013 and last amended on 30 March 2017.

**1. MEMBERSHIP**

- 1.1 Members of the Share Award Plan Committee shall consist of Mr. CHAN Yuk Ming, Mr. CHEN Yunan and Mr. CHENG King Hoi, Andrew.
- 1.2 Members of the Share Award Plan Committee may be changed by a simple resolution passed by the majority of members of the Board.

**2. CHAIRMAN**

- 2.1 The chairman of the Share Award Plan Committee shall be Mr. CHAN Yuk Ming.

**3. SECRETARY**

- 3.1 The members of the Share Award Plan Committee shall appoint a secretary of the Share Award Plan Committee. In the absence of the secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Share Award Plan Committee shall attend the meeting of the Share Award Plan Committee and take minutes.

**4. PROCEEDINGS OF THE SHARE AWARD PLAN COMMITTEE**

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Share Award Plan Committee.

**4.1 Quorum**

- 4.1.1 The quorum for meetings shall be two members of the Share Award Plan Committee.

**4.2 Frequency of meetings**

- 4.2.1 The Share Award Plan Committee shall hold at least one regular meeting in a year. Additional meetings of the Share Award Plan Committee may be held as and when required.

**4.3 Attendance at meetings**

- 4.3.1 Members of the Share Award Plan Committee may attend meetings of the Share Award Plan Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 The other directors, secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Share Award Plan Committee.

#### **4.4 Notice of meetings**

4.4.1 A meeting of the Share Award Plan Committee may be convened by any of its members or by the secretary.

4.4.2 Unless otherwise agreed by all the members of the Share Award Plan Committee, notice of at least 5 days shall be given for a regular meeting of the Share Award Plan Committee. For all other meetings of the Share Award Plan Committee, reasonable notice shall be given.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Share Award Plan Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

#### **4.5 Minutes of meetings**

4.5.1 Draft and final versions of minutes of Share Award Plan Committee meetings shall be sent to all Share Award Plan Committee members for their comment and records within a reasonable time after the meeting.

4.5.2 Minutes of the Share Award Plan Committee shall be kept by the secretary and shall be available for inspection by any member of the Share Award Plan Committee or the Board at any reasonable time on reasonable notice.

#### **4.6 Written resolutions**

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), written resolution may be passed and adopted by all members of the Share Award Plan Committee.

### **5. RESPONSIBILITIES AND AUTHORITIES OF THE SHARE AWARD PLAN COMMITTEE**

5.1 The primary objective of the Share Award Plan Committee is to provide oversight and administration of the Company's Share Award Plan adopted by the Board of Directors on 27 August 2013 (the "Plan").

5.2 The Share Award Plan Committee is authorized to approve the use of common seal or any securities seal of the Company in the course of administration of the Plan.

5.3 In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Share Award Plan Committee shall be:

5.3.1 oversee the operation of the Plan of the Company in place from time to time in accordance with the terms of the Plan;

- 5.3.2 liaise with, notify and instruct the trustee for the administration of the Plan in accordance with the terms of such Plan, including but not limited to the instructing the trustee to purchase of share(s) of the Company on the Stock Exchange of Hong Kong Limited for the satisfaction of awards under the Plan;
- 5.3.3 determine, with delegated authority, the eligibility of persons (the "Eligible Persons") for an award under the terms of the Plan and to make such award to the Eligible Persons and determine the number of shares to be awarded to such Eligible Persons on such terms and subject to such conditions, including vesting conditions; provided that, where such Eligible Person is a senior management personnel, the Share Award Plan Committee shall consult the Remuneration Committee of the Company prior to making of an award to such Eligible Person; and
- 5.4 determine, with delegated authority, the handling of lapsed awards and the adjustments to be made to the number of awarded shares in accordance with the terms of the Plan.
- 5.5 The Share Award Plan Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.
- 5.6 All members of the Share Award Plan Committee shall have access to the advice and services of the secretary, and separate and independent access to the Company's senior management or employees for obtaining necessary information to perform its duties.

## **6. REPORTING RESPONSIBILITIES**

- 6.1 The Share Award Plan Committee shall 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).

## **7. ANNUAL GENERAL MEETING**

- 7.1 The chairman of the Share Award Plan Committee or in his absence, another member of the Share Award Plan 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 Annual General Meeting on the Share Award Plan Committee's work and responsibilities.

**Note:** *If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.*