

These Procedures are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.

ZJ

中基長壽科學

ZHONG JI LONGEVITY SCIENCE

Zhong Ji Longevity Science Group Limited

中基長壽科學集團有限公司

(formerly known as ASIA PACIFIC SILK ROAD INVESTMENT COMPANY LIMITED 亞太絲路投資有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

(the “Company”)

THE SHARE AWARD COMMITTEE TERMS OF REFERENCE

These terms of reference of the Share Award Committee (the “**Committee**”) of the Company (together with its subsidiaries, the “**Group**”) have been prepared based on the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Exchange**” respectively).

Composition

1. The Committee is established by the board of directors of the Company (the “**Director(s)**” or “**Board**”) according to the bye-laws of the Company (the “**Bye-laws**”) and the establishment would be effective from the date on which the shares of the Company are listed on the Exchange.

Members

2. The Committee members must be appointed by the Board and shall consist of not less than three members. The majority of the members must be independent non-executive Directors (the “**INEDs**”).
3. Chairman of the Committee shall be appointed by the Board.
4. Subject to Rules 2 and 3 above, the Board may, from time to time, at their discretion, change the composition of the members of the Committee.

Secretary

5. The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

Frequency and proceedings of meetings

6. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.
7. The quorum of a meeting shall be two members of the Committee.
8. A member of the Committee must abstain from voting and must not be counted in the quorum of a meeting in respect of the resolution which the member has a conflict of interest.
9. The Committee members could attend the meetings in person, by telephone or by video conference.
10. Resolutions of the Committee shall be passed by more than half of the members of the Committee.
11. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
12. Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Bye-laws (as amended from time to time).

Authority

13. All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee, and all applicable rules and regulations, are followed.
14. The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice upon reasonable request at the Company's expenses to perform its duties.
15. The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including the members of the Board).

Duties

16. Main duties of the Committees should include:
 - (a) Operate the Company's adopted share award scheme (if any). It shall approve and inform the Board the amount of grants to the eligible persons in accordance with the rules of the share award scheme and recommend amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment) to the Board;
 - (b) Liaise with the trustee appointed by the Company in relation to the administration of the share award scheme; and
 - (c) Revise, finalise, execute, and/or issue all necessary documents, and/or take any and all such further actions as are reasonably necessary to give effect to any share award schemes as approved by the Board, including but not limited to grants under any approved share award scheme.

Reporting Procedures

17. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.
18. Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.
19. 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 works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.