

Terms of Reference of Remuneration Committee

1. MEMBERSHIP

All the members of the Committee shall comprise of Non-Executive Directors and a majority of whom must be Independent Director. The Committee shall comprise of not less than 3 members in total.

2. CHAIRMAN

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board of Directors (“Board”).

3. DUTIES

- i) Assist the Board in developing and administering a fair and transparent procedure for setting policy on remuneration of Directors and Key Senior Management. Remuneration packages are determined on the basis of the Directors’ and Key Senior Management’s merit, qualification, competence, experience and level of responsibilities, having regard to the Company’s operating results, individual performance and comparable market statistics information;
- ii) Duties of the Committee shall be to recommend to the Board the remuneration of the Directors and Key Senior Management (comprised of Managing Director and Executive Directors) in all forms and to review the remuneration policies and procedures of the Directors and Key Senior Management. Executive Directors should play no part in decisions on their own remuneration. The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman should be a matter for the Board as a whole. The individuals concerned should abstain from discussion of their own remuneration;
- iii) To review and consider the adopted ultimate Holding Company’s employee compensation plan to set remuneration of its Executive Directors including its Managing Director;
- iv) To further recommend to the Board any performance related pay schemes or Directors fees for Executive Directors (if any);

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- v) To consider and review the disclosure requirement of remuneration of Directors and Key Senior Management for the Annual Report where necessary:-
 - the Chairman of the Committee or in his absence, another member of the Committee shall attend the Annual General Meeting of the Company and be prepared to answers questions at the meeting on the Committee's works and responsibilities;
- vi) Review and recommend to the Board and thereafter the shareholders at the Annual General Meeting, the fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director of the Company. Directors who are shareholders should abstain from voting at general meetings to approve their fees.
- vii) To consider all other related matters as may be requested by the Board from time to time;

4. MEETING

- i) The quorum of the Committee shall be at least two members.
- ii) The Committee shall meet at least once a year. Additional meetings shall be held as and when the Committee or the Chairman of the Committee decide. The Committee meetings shall be governed by the provisions of the Company's Articles of Association relating to Board meetings unless otherwise provided for in this Terms of Reference. The Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.
- iii) The Committee may request other Directors, members of Board Committees, Management, counsels and consultants where applicable and necessary to participate in the meetings, to assist in carrying out the Committee's responsibilities, provided, however, that no Director shall be entitled to vote at such meetings or be counted as part of the quorum for any meeting of the Committee unless he or she is a member of the Committee.
- iv) A member of Committee may participate in a meeting by means of telephone conference or video conference or any other means of audio-visual communications and the member shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

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- v) The notice and agenda for each Committee meeting shall be sent to all members of the Committee and any other persons who may be required to attend the meeting within a reasonable period prior to the meeting.
- vi) The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities as well as on any other matter that should be brought to the Board's attention and provide recommendations of the Committee that require the Board's approval at the Board meeting.
- vii) The Committee shall regulate the manner of proceedings of its meetings, having regard to normal conventions on such matter. A resolution in writing, signed by all members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members.

5. MINUTES

The Company Secretaries shall be the Secretary of the Committee. The minutes of meetings of the Committee shall be properly produced by the Secretary of the Committee and circulated to all members of the Committee within a reasonable period prior to the meeting.

The minutes of meetings shall be kept at the registered office and opened for inspection by the Board if required.

6. REVISION OF TERMS OF REFERENCE

This Terms of Reference shall be reviewed annually and as and when necessary.

A copy of this Term of Reference is uploaded onto the Company's website.

Revised on 28 February 2018.