

China Oriented International Holdings Limited 向中國國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1871)

Terms of Reference – Remuneration Committee

(adopted on 19 September 2019)

The board of directors (the “**Board**”) of China Oriented International Holdings Limited 向中國國際控股有限公司 (the “**Company**”, together with its subsidiaries, the “**Group**”) has established a committee of the Board to be known as the Remuneration Committee (the “**Remuneration Committee**”) with its constitution and particular duties set out below:

1. Membership

- 1.1 All members of the Remuneration Committee shall be appointed by the Board.
- 1.2 The Board shall appoint the chairman of the Remuneration Committee. The chairman must be an independent non-executive director of the Company.
- 1.3 The majority of Remuneration Committee members shall be independent non-executive directors of the Company.

2. Company secretary

- 2.1 The company secretary of the Company shall be the secretary of the Remuneration Committee.
- 2.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Remuneration Committee.

3. Meetings

- 3.1 Meetings shall be held at least once per year. The Remuneration Committee members may also call any meetings at any time when necessary or desirable.
- 3.2 Upon invitation from the Remuneration Committee, the chairman of the Board, the chief executive, external consultant(s) and/or other members of the Board may attend any of the meetings.

- 3.3 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Remuneration Committee, and to any other person required to attend in relation to all regular meetings of the Remuneration Committee, at least 5 days before the date of the meeting; and in relation to continued meetings held within 5 days, no prior notice is required. Notwithstanding the notification period, attendance of the member of the Remuneration Committee at the meeting would deem to be treated as the waiver of the required notification requirement.
- 3.4 The quorum of the Remuneration Committee meetings shall be two members, one of whom must be an independent non-executive director.
- 3.5 The members of the Remuneration Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.6 Resolutions of the Remuneration Committee shall be passed with a simple majority of votes. In the case of an equality of votes, the chairman of the Remuneration Committee shall have the casting vote.
- 3.7 Resolutions signed by all members of the Remuneration Committee will be treated valid and effective as if it is passed in the meeting duly convened and held by the Remuneration Committee.
- 3.8 Minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee or a duly appointed secretary of the meeting in accordance with paragraph 2.2 and shall be available for inspection by any member of the Remuneration Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records within a reasonable time after the meeting. Once all minutes have been finalised, the secretary of the Remuneration Committee or a duly appointed secretary of the meeting in accordance with paragraph 2.2 shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.
- 3.9 The chairman of the Remuneration Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Remuneration Committee's activities. If the chairman of the Remuneration Committee is unable to attend, a member of the Remuneration Committee shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholders' questions on the Remuneration Committee's activities.

4. Authority

- 4.1 The Remuneration 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 and responsibilities from the employees of the Company and its subsidiaries (including the members of the Board).
- 4.2 The Remuneration Committee shall consult the chairman and/or the chief executive of the Company about their proposals relating to the remuneration of other executive directors.
- 4.3 The Remuneration Committee is authorised by the Board when necessary to seek any remuneration information it requires from senior management of the Company in order to perform its duties and responsibilities.
- 4.4 The Remuneration Committee is authorised by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties and responsibilities at the Company's expense.
- 4.5 The Remuneration Committee shall have access to sufficient resources from the Company in order to perform its duties and responsibilities.

5. Duties and responsibilities

The duties and responsibilities of the Remuneration Committee shall include, but shall not be limited to the following:

- 5.1 to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 5.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 5.3 to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, such packages shall include benefits in kind, pension rights, compensation payments and compensation payable for loss or termination of their office or appointment;
- 5.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 5.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

- 5.6 to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- 5.7 to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- 5.8 to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration; and
- 5.9 to do any such things to enable the Board to discharge its obligations and responsibilities.

6. Reporting responsibilities

- 6.1 After each meeting, the Remuneration Committee shall report formally to the Board on all matters within its duties and responsibilities within a reasonable time.
- 6.2 Where the Board resolves to approve remuneration or compensation arrangements with which the Remuneration Committee disagrees, the Board should disclose the reasons for its resolution in its next corporate governance report.
- 6.3 The Remuneration Committee should make available these terms of reference by including them on The Stock Exchange of Hong Kong Limited's website and the Company's official website.
- 6.4 The Company should disclose details of any remuneration payable to members of senior management by band in its annual reports.

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