

FDB HOLDINGS LIMITED

豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8248)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Adopted by a resolution of the board (the “Board”) of directors (the “Directors”) of FDB Holdings Limited (the “Company”) passed on 16 September 2015)

1. MEMBERSHIP

- 1.1 The members (the “Members”) of the remuneration committee of the Company (the “Remuneration Committee”) shall be appointed by the Board.
- 1.2 The majority of the Members shall be independent non-executive Directors.
- 1.3 The Board shall appoint the chairman of the Remuneration Committee (“Chairman”). The Chairman must be an independent non-executive Director.
- 1.4 The term of each appointment to the Remuneration Committee shall be determined by the Board upon appointment.

2. SECRETARY

- 2.1 The company secretary of the Company shall be the secretary of the Remuneration Committee.
- 2.2 The secretary of the Remuneration Committee or in his/her absence, his/her representatives or any one member of the Remuneration Committee, shall be the secretary of the meetings of the Remuneration Committee.

3. MEETINGS

- 3.1 Members may call any meetings at any time when necessary. Meetings shall be held not less than once a year.
- 3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each Member, and to any other person required to attend in relation to all regular meetings of the Remuneration Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required.
- 3.3 The quorum of Remuneration Committee meetings shall be two Members, one of them should be an independent non-executive Director.
- 3.4 Members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).

3.5 Resolutions of the Remuneration Committee shall be passed with a majority of votes if more than two Members are present and by a unanimous vote if only two Members are present.

3.6 Resolutions signed by all Members shall be treated valid and effective as if it is passed in a meeting held by the Remuneration Committee.

3.7 Minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee and/or any Director at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Remuneration Committee shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.

4. ATTENDANCE AT MEETINGS

4.1 Upon invitation by the Remuneration Committee, the chairman of the Board and/or the general manager or the chief executive officer of the Company, external consultant and other Board members may attend all or any of the meetings.

4.2 Only Members shall have the voting powers.

5. PROCEEDINGS OF MEETINGS

5.1 The provisions of the articles of association of the Company regulating the meetings and proceedings of the meetings of the Board, so far as the same are applicable and not inconsistent with the provisions of these terms of reference, shall mutatis mutandis apply to regulate the meetings and the proceedings of the meetings of the Remuneration Committee.

6. ANNUAL GENERAL MEETINGS

6.1 The Chairman shall endeavour to attend the annual general meetings of the Company and be prepared to respond to any shareholder's questions on the Remuneration Committee's activities. If the Chairman is unable to attend, a Member (who must be an independent non-executive Director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder's questions on the Remuneration Committee's activities.

7. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Remuneration Committee shall be:

7.1 to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;

7.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- 7.3 to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management of the Company. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 7.4 to make recommendations to the Board on the remuneration of non-executive Directors;
- 7.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- 7.6 to review and approve performance-based remuneration with reference to corporate goals and objectives resolved by the Board from time to time;
- 7.7 to review and approve compensation payable to executive Directors and senior management of the Company 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;
- 7.8 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with relevant contractual terms and are otherwise reasonable and appropriate;
- 7.9 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
- 7.10 to advise the shareholders of the Company on how to vote with respect to any service contracts of Directors that require shareholders' approval under Rule 17.90 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**") ; and
- 7.11 to consider other topics as defined by the Board.

8. REPORTING RESPONSIBILITIES

- 8.1 After each meeting, the Remuneration Committee shall report formally to the Board on all matters within its duties and responsibilities and its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 8.2 Where the Board resolves to approve any remuneration or compensation arrangements which the Remuneration Committee disagrees, the Board should disclose the reasons for its resolution in its next corporate governance report.

9. AUTHORITY

- 9.1 The Remuneration Committee shall consult the chairman and/or the general manager or the chief executive officer of the Company about their proposals relating to the remuneration of

other executive Directors.

9.2 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 discharge its duties.

9.3 The Remuneration Committee is authorised by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties at the Company's expense. All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.

9.4 The Remuneration Committee shall have access to sufficient resources in order to discharge its duties.

10. POWERS OF THE BOARD

10.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Remuneration Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Remuneration Committee shall invalidate any prior act or resolution.

11. PUBLICATION OF THESE TERMS OF REFERENCE

11.1 A copy of these terms of reference will be made available to any person upon request.

If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.