

Sino Splendid Holdings Limited

中國華泰瑞銀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8006)

Terms of Reference of Remuneration Committee

I. CONSTITUTION

The board of directors of Sino Splendid Holdings Limited (the “**Board**”) has resolved to establish a remuneration committee (the “**Committee**”).

The Committee shall consult with the chairman of the Board and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.

II. MEMBERSHIP

The Committee shall be appointed by the Board from amongst the members of the Board and the majority of the members of the Committee shall be independent non-executive directors.

The chairman of the Committee shall be appointed by the Board.

III. SECRETARY

The Company Secretary of the Group shall be the secretary of the Committee.

The Company Secretary shall attend meetings of the Committee to take minutes.

In the absence of the secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the secretary.

IV. FREQUENCY OF MEETINGS

The Committee shall meet not less than twice a year.

V. QUORUM AND RESOLUTIONS

The quorum necessary for the transaction of business shall be:

- (a) any two members; and
- (b) if only two members are in attendance, at least one member shall be an Independent Non-executive Director; and if more than two members are in attendance, then a majority of the members shall be Independent Non-executive Directors.

A member participating in a Committee meeting through electronic communication device shall be counted for the purpose of the quorum as far as the member is able:

- (a) to hear each of the other participating member(s) addressing the meeting; and
- (b) if he so wishes, to address all of the other participating member(s) simultaneously.

The Company Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute then accordingly. The member or any of his close associates who has a material interest as defined under the Bye-Laws of the Company shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he and/or his close associates have a material interest.

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Each resolution at a meeting of the Committee shall be determined by a majority of votes of the Committee members present. In case of an equality of votes, the chairman of the meeting shall have a casting vote.

VI. AUTHORITIES

The Committee is authorized by the Board to investigate any activity within the terms of reference. It is further authorized to seek any information it requires from any employee of the Company or its subsidiaries and all such employees will be directed to cooperate with any request made by the Committee.

The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if considered necessary.

VII. DUTIES

The duties and responsibilities of the Committee shall be as follows:

- (a) to make recommendations to the Board and to conduct annual review, if necessary, on the Company's policy and structure for all remuneration of directors and senior management (as defined in applicable listing rules) and on the establishment of a formal and transparent procedure for developing policy on such remuneration.
- (b) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration.

- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.
- (d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.
- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration.
- (g) to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing rules.

The Committee shall advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under applicable listing rules.

The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board.

The Committee shall be provided with sufficient resources to discharge its duties.

VIII. PUBLICATION OF THE TERMS OF REFERENCE

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

IX. AMENDMENT

The Board may make necessary amendment to this document from time to time upon a board resolution.

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