

杉杉品牌運營股份有限公司

Shanshan Brand Management Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1749)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE UNDER THE BOARD OF DIRECTORS

Chapter 1 Members

- Article 1 The remuneration committee (the “**Remuneration Committee**”) of Shanshan Brand Management Co., Ltd. (the “**Company**”) should be established by the board of directors of the Company (the “**Board**”).
- Article 2 The Remuneration Committee should comprise a minimum of three directors and the majority of Remuneration Committee members must be independent non-executive directors.
- Article 3 The Remuneration Committee must be chaired by an independent non-executive director within the Remuneration Committee and appointed by the Board.
- Article 4 The terms of appointment to the Remuneration Committee members should be in line with those of the Board members. The Remuneration Committee members may serve consecutive terms if re-elected upon the expiry of the current term of office.

Chapter 2 Secretary

- Article 5 The company secretary or any joint company secretary of the Company or his/her delegate shall act as the secretary of the Remuneration Committee.
- Article 6 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.

Chapter 3 Meetings

- Article 7 The Remuneration Committee should meet at least once a year.
- Article 8 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Remuneration Committee. Notwithstanding the notification period, the attendance of the members of the Remuneration Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If a follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
- Article 9 The quorum necessary for the transaction of business of the Remuneration Committee shall be at least two thirds of the total members of the Remuneration Committee, one of whom must be an independent non-executive director.
- Article 10 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Remuneration Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- Article 11 Resolutions of the Remuneration Committee shall be passed by more than half of the members of the Remuneration Committee.
- Article 12 The resolution passed and signed by all members of the Remuneration Committee is valid, and the validity is same as any resolution passed in the meeting held.
- Article 13 Full minutes of Remuneration Committee meeting should be kept by a duly appointed secretary of the Remuneration Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all Remuneration Committee members for their comment and records within a reasonable time after the meeting.
- Article 14 Any member of the Remuneration Committee can call for a meeting anytime when it is necessary.

Chapter 4 Meeting attendance

- Article 15 Upon invitation from the Remuneration Committee, the chairman or chairlady of the Board (if he/she is not a member of the Remuneration Committee) and/or the general manager or the chief executive officer, the chief financial officer, external advisor and the other persons can be invited to attend all or part of any meeting.
- Article 16 Only the members of the Remuneration Committee can vote in the meeting.

Chapter 5 Annual General Meeting

- Article 17 The chairman or chairlady of the Remuneration Committee or (if absent) the other member of Remuneration Committee (who must be an independent non-executive director) should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the Remuneration Committee.

Chapter 6 Duties and Powers

- Article 18 The Remuneration Committee shall have the following duties and powers:
- (1) to make recommendations to the Board on the Company's policy and structure for the remuneration of all directors' and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (2) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (3) either:
 - (a) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (b) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (4) to make recommendations to the Board on the remuneration of non-executive directors;
- (5) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (6) to review and approve the 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;
- (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;
- (8) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;
- (9) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and
- (10) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

Chapter 7 Reporting

Article 19 The Remuneration Committee shall report to the Board after each of its meetings.

Chapter 8 Authority

Article 20 The Remuneration Committee should consult the chairman or chairlady of the Board and/or the chief executive about their remuneration proposals for other executive directors.

Article 21 The Remuneration Committee is authorised to request the senior management of the Company to provide any required resources or information related to the remuneration package to perform its duties.

Article 22 The Remuneration Committee should have access to independent professional advice at the expense of the Company if necessary, in order to fulfill his/her responsibility of being a member of the Remuneration Committee.

Remark: The independent professional advice can be sought via the chief financial officer or the company secretary or a joint company secretary.

Article 23 The Remuneration Committee should be provided with sufficient resources to perform its duties.

Remark: “Senior management” refers to the same persons referred to in the Company’s annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the Group as, in the opinion of the Company’s directors, is appropriate.