

SEM Holdings Limited
澳達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9929)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

I. CONSTITUTION

1. The board (the “**Board**”) of directors of SEM Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) (the “**Directors**”) has resolved to establish a committee of the Board known as the remuneration committee (the “**Committee**”) on 22 January 2020.

II. MEMBERSHIP

2. The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors (the “**INEDs**”).

III. CHAIRMAN

3. The chairman (the “**Chairman**”) of the Committee shall be appointed by the Board and must be an INED.

IV. SECRETARY

4. The company secretary (the “**Company Secretary**”) of the Company shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

V. ATTENDANCE AT MEETINGS

5. The quorum for meetings of the Committee shall be any two members (at least one of whom should be an INED).

VI. FREQUENCY AND PROCEEDINGS OF MEETINGS

6. Meetings of the Committee shall be held at least once a year and shall be summoned by the secretary of the Committee at the request of any member thereof.

7. The meetings and proceedings of the Committee are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of the Board.
8. Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
9. The other Directors, Company Secretary (or his/her delegate(s)), human resources officer and relevant senior management and persons(s) invited by a Committee member may attend meetings of the Committee from time to time where the Committee considers their presence necessary or appropriate to assist the Committee to perform its duties.

VII. NOTICE OF MEETINGS

10. Unless otherwise agreed by all the members of the Committee, notice (containing details of the venue, time and date of the meeting) of at least 7 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
11. Notice of meeting may be given either orally or in writing by way of telephone, facsimile or other electronic means.
12. Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

VIII. RESOLUTIONS IN WRITING

13. A resolution in writing signed by all of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form.

IX. ANNUAL GENERAL MEETINGS

14. The Chairman (or in his absence, another member of the Committee or failing this his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to any shareholders' questions on the Committee's activities.

X. AUTHORITY

15. The Committee is authorised by the Board to perform any activity within these terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with the Committee.
16. The Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Committee shall be provided with sufficient resources to perform its duties. The Committee shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Committee.
17. All members of the Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

XI. DUTIES

18. The duties of the Committee shall be:
 - (a) 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;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) to make recommendations to the Board on the remuneration packages of individual 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;
 - (d) to make recommendations to the Board on the remuneration of non-executive Directors;
 - (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

- (f) 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;
- (g) 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;
- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration;
- (i) to consult the chairman of the Board and/or the managing director about their remuneration proposals for other executive Directors;
- (j) 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; and
- (k) to address and deal with such other matters as the Board may from time to time delegate to it.

XII. REPORTING PROCEDURES

19. Full minutes of the Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary or a duly appointed representative). The minutes shall be made available for inspection at any reasonable time on reasonable notice by any member of the Committee or the Board. Minutes of the meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed.
20. The Company Secretary shall circulate (i) the draft and final versions of minutes of meetings to all Committee members for their comment and records within a reasonable time after the meetings; and (ii) the minutes of meetings and reports of the Committee to the members of the Board.
21. Minutes of the Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

22. Without prejudice to the generality of the duties of the Committee set out in these terms of reference, the Committee shall report back to the Board and keep the Board fully informed of its decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.
23. The Committee should evaluate its own performance, these terms of reference, and its membership annually to ensure it is performing its duties effectively, and recommend to the Board any changes it considers necessary.

XIII. POWERS OF THE BOARD

24. The Board may, subject to compliance with the articles of association of the Company and the rules governing the listing of securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these terms of reference.
25. The power to interpret these terms of reference shall vest in the Board.

XIV. PUBLICATION OF THE TERMS OF REFERENCE

26. The Committee shall make available these terms of reference by publishing them on the websites of the Company and The Stock Exchange of Hong Kong Limited.

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