

Shin Hwa World Limited
(formerly known as “Landing International Development Limited”)
(the “Company”)

Terms of Reference of Remuneration Committee

(Latest amendments approved by the Board on 30 December 2022 and applicable to the Company’s accounting period beginning on 1 January 2023)

Constitution

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved to establish a sub-committee of the Board to be known as the Remuneration Committee (the “**Committee**”).

Membership

1. The Committee shall be appointed by the Board and shall consist of not less than three members, comprising a majority of independent non-executive Directors.
2. The chairman of the Committee (the “**Chairman**”) shall be an independent non-executive Director appointed by the Board.

Attendance at meetings

3. The Financial Controller shall normally attend meetings.
4. The Company Secretary shall act as the Committee’s secretary.
5. The quorum shall be two members of the Committee.

Frequency of meeting

6. Meetings shall be held at least once a year to consider and review the remuneration policies of the Company and make recommendations to the Board or as requested by the Director responsible for the human resources function.

Authority

7. The Committee should consult the chairman of the Board in making their remuneration proposals for other executive Directors.
8. The Committee should have access to independent professional advice if necessary so as to ensure that the Board remains informed of market trends and practices.

Duties

9. 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. This should include 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, 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 their associates is involved in deciding their own remuneration;
- (i) with respect to any service contracts of Directors that require shareholders' approval under Rule 13.68 of the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), to advise shareholders of the Company as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its shareholders as a whole, and as to how to vote; and
- (j) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

Procedures and others

10. The Chairman shall report back to the Board on their decisions or recommendations after the meeting, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
11. Other than the provisions provided herein, the meetings and proceedings of the Committee shall be governed by the provisions contained in the Bye-laws of the Company for regulating the meeting and proceedings of the Board.

Should there be any discrepancy between English and Chinese versions, the English version shall prevail.