



偉俊集團控股有限公司*

Wai Chun Group Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1013)

TERMS OF REFERENCE – REMUNERATION COMMITTEE

1. CONSTITUTION

- 1.1 The board of directors (the “**Directors**”) of the Company (the “**Board**”) has resolved to establish a remuneration committee of the Board (the “**Committee**”) with the authority, responsibility, and specific duties as described below pursuant to a resolution passed by the Board on 29 March 2012.
- 1.2 With reference to the amendments to the provisions of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) relating to share schemes effective on 1 January 2023, the Board has passed a resolution to amend the terms of reference of the Committee. The amended terms of reference of the Committee shall be with effect from 1 January 2023.

2. MEMBERSHIP

- 2.1 Members of the Committee (“**Members**”, each a “**Member**”) shall be appointed by the Board from amongst the Directors only and shall consist of not less than three (3) Members, a majority of whom shall be independent non-executive Directors who shall meet the independence requirements from time to time as stipulated in the Listing Rules (as amended from time to time).
- 2.2 The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board or elected among the Members and shall be an independent non-executive Director. The Chairman shall be responsible for leading the Committee, including, scheduling meetings, preparing agendas and making regular reports to the Board.
- 2.3 The Members shall not have personal financial interest (other than being a shareholder of the Company) and conflicts of interest arising from cross-directorships.

3. PROCEEDINGS OF THE COMMITTEE

3.1 Notice

- (a) Unless otherwise agreed by all the Members, a meeting (“**Meeting**”) of the Committee shall be convened by at least seven (7) days’ notice.
- (b) A Member may and, on the request of a Member, the Secretary shall, at any time summon a Meeting. Notice shall be given to each Member, at least seven (7) days before the date of the meeting in person orally or in writing or by telephone or telex or telegram or facsimile transmission or email at the telephone number or facsimile number or address or email address from time to time notified to the Secretary by such Member or in such other means as the Members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the Meeting.
- (c) Notice of Meeting shall state the purpose, time and place of the Meeting. An agenda and accompanying Meeting documents shall be delivered to all the Members and to other attendees as appropriate at least three (3) days before the intended date of the Meeting (or such other period as all the Members may agree).

3.2 Quorum

The quorum of the Meeting shall be constituted by two (2) Members, one of which should be an independent non-executive Director.

3.3 Frequency of meetings

Meetings shall be held at least once a year, or more frequently if circumstances require.

3.4 Voting

Each member shall have one voting right. Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present. A Member shall abstain from voting in respect of the resolution regarding the remuneration payable to him/her.

3.5 Others

Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or other communication equipment through which all persons participating in the Meeting can communicate with each other simultaneously.

4. WRITTEN RESOLUTIONS

A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Meeting duly convened and held. Such resolution may consist of several documents in like form each signed by one or more of the Members and the resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

5. ALTERNATE MEMBERS

No alternate Member can be appointed.

6. AUTHORITY

6.1 No Director should be involved in deciding his or her own remuneration. The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive Directors.

6.2 The Committee is authorised by the Board:

- (a) to seek outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at the expense of the Company, if it considers this necessary; and
- (b) to exercise such powers as it considers necessary to discharge its duties set out in clause 7 below.

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

7. DUTIES

The duties of the Committee shall include, without limitation:

- (a) to make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management of the Group 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 remuneration of non-executive Directors;
- (e) to assess the performance of executive Directors;
- (f) to approve the terms of executive Directors' service contracts;
- (g) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (h) 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;
- (i) 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;
- (j) to ensure that no Director or any of his or her associates is involved in deciding his or her own remuneration;
- (k) to form a view in respect of service contracts to be granted by the Group under Rule 13.68 of the Listing Rules that require shareholders' approval, and advise shareholders of the Company (other than shareholders who are Directors with a material interest in the relevant service contracts and their associates) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders on how to vote. An independent non-executive Director who has a material interest in any such contracts shall not sit on the Committee;
- (l) to review and/or approve matters relating to share schemes as stipulated in Chapter 17 of the Listing Rules, and to disclose and explain the appropriateness of reviewing and/or approving such material matters, if any, in the corporate governance report;
- (m) to ensure due compliance with any relevant disclosure requirements in respect of the remuneration of Directors under the Listing Rules, the Companies Ordinance and any other statutory requirements;
- (n) to consult the Chairman of the Board and/or chief executive of the Company about their remuneration proposals for other executive Directors; the Committee should have access to independent professional advice if necessary;

- (o) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles of the Company or imposed by the Listing Rules or applicable laws; and
- (p) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board. Note: “Senior management” refers to the same category of persons disclosed in the Company’s annual reports from time to time as senior management, which shall be determined by the Directors and may include directors of subsidiaries of the Company, heads of divisions, departments or other operating units within the Group.

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8. REPORTING PROCEDURE

- 8.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 8.2 Full minutes of the Meetings should be kept by the Secretary and should be open for inspection at any reasonable notice by any Director.
- 8.3 Minutes of the Meetings should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of Meetings shall be prepared by the Secretary which shall be sent to all Members for their comment and records respectively, within a reasonable period of time after each Meeting.
- 8.4 The Secretary shall circulate the minutes of Meetings and all written resolutions and reports of the Committee to all members of the Board, keeping the Board informed of the Committee’s activities, decisions and recommendations on regular basis. The Secretary shall keep record of all Meetings held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meeting held during that financial year.
- 8.5 Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

9. ANNUAL GENERAL MEETING

The Chairman or in the Chairman's absence, another Member or failing this, the Chairman's duly appointed delegate, shall attend the Company's annual general meeting and be prepared to respond to questions at the Company's annual general meeting on the Committee's activities and responsibilities.

10. CONTINUING APPLICATIONS OF THE ARTICLES

The articles of association of the Company (the "**Articles**") regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions in these terms of reference shall apply, mutatis mutandis, to the Meetings and proceedings of the Committee.

11. PUBLICATION AND UPDATE OF THE TERMS OF REFERENCE

11.1 These terms of reference shall be made available to the public by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website, explaining its role and the authority delegated to it by the Board.

11.2 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

11.3 The Board may, subject to compliance with the Articles and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

Remark: If there is any inconsistency between the English version and Chinese version of these terms of reference, the English version shall prevail

* For identification purpose only