



**東方企控集團有限公司**  
**ORIENTAL ENTERPRISE HOLDINGS LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 18)

**TERMS OF REFERENCE  
OF  
REMUNERATION COMMITTEE  
(the “Committee”)**

**Membership**

1. Members of the Committee shall be appointed by the board of directors (the “Board”) of Oriental Enterprise Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) and shall be made up of at least two members.
2. Majority of the members of the Committee must be independent non-executive directors of the Company.
3. The Chairperson of the Committee (the “Chairman”), who must be an independent non-executive director of the Company, shall be appointed by the Board.
4. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors, representatives from Human Resources Department and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

**Secretary**

5. The secretary of the Committee (the “Secretary”) shall be appointed by the Committee.

**Quorum**

6. The quorum necessary for the transaction of business of the Committee meeting shall be two.

**Frequency of Meetings**

7. The Committee shall convene meeting at least once a year.

**Notice of Meetings**

8. Meetings of the Committee shall be summoned by the Secretary at the request of any member of the Committee.

9. Agenda and all the accompanying meeting papers shall be sent to all members of the Committee in a timely manner and at least three days before the intended date of a Committee meeting unless otherwise agreed by all members of the Committee.

### **Minutes of Meetings**

10. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
11. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board.
12. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic means.

### **Authority**

13. The Committee maybe authorised by the Board to seek employee's information it requires from the Company in order to perform its duties.
14. The Committee shall consult the Chairman of the Board and/or Chief Executive Officer about their remuneration proposals for other executive directors. In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice. Such expenditure shall be within the limits as agreed by the Board.

### **Duties**

15. The duties of the Committee shall be:
  - (a) to assist and advise the Board on the remuneration of the Board and senior management; formulate remuneration strategy and policy of all directors, and to handle the implementation of the formal and transparent procedure of the 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 which 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 determine, with delegated responsibility, the remuneration packages of senior management, which include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (f) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group in respect of the remuneration package of directors and senior management;
- (g) to review and approve the terms of service contracts of executive directors and senior management including the compensation payable to them for loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (h) 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;
- (i) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (j) to review and/or approve matters relating to any share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **Reporting Responsibilities**

- 16. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 17. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 18. The Chairman, or failing him, any member of the Committee shall attend the annual general meeting of the Company prepared to respond to any shareholder's questions on the Committee's activities and their responsibilities.

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

*January 2023*

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