



Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

I. CONSTITUTION

1. The board (the “**Board**”) of directors of Wealthy Way Group Limited (the “**Company**”) has resolved to establish a committee of the Board known as the Remuneration Committee (the “**Committee**”) on 19 June 2017.

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 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. QUORUM

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. A meeting of the Committee may be convened by any of its members through the Company Secretary.
11. 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 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
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. AUTHORITY

14. The Committee is authorised by the Board to investigate any matter within its terms of reference and seek any information it requires from any employee or directors of the Company in order to perform its duties.
15. The Committee is authorised by the Board to obtain any outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

X. DUTIES

16. 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 Listing Rules;
- (k) to consider and approve the grant of share options to eligible participants pursuant to the share option scheme;

- (l) in respect of any service agreement to be entered into between any members of the Group and its director or proposed director, to review and provide recommendation to the shareholders of the Company (other than shareholder(s) who is/are director(s) with a material interest in the relevant service agreements and their respective associates) as to whether the terms of the service agreements are fair and reasonable and whether such service agreements are in the interests of the Company and the shareholders as whole, and to advise shareholders on how to vote; and
 - (m) to address and deal with such other matters as the Board may from time to time delegate to it.
17. The Committee shall be provided with sufficient resources to perform its duties and shall seek, at the Company's expense, independent professional advice to perform its responsibilities if necessary.
18. 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. REPORTING PROCEDURES

19. Without prejudice to the generality of the foregoing, 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).
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.

XII. PUBLICATION OF THE TERMS OF REFERENCE

22. The Committee shall make available these Terms 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.)