



KECK SENG INVESTMENTS (HONG KONG) LIMITED

激成投資 (香港) 有限公司

(Incorporated in Hong Kong with limited liability)

Website: www.keckseng.com.hk

(Stock Code: 184)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

(Updated on 24 March 2023)

1. Composition

- 1.1 The members of the Remuneration Committee (“Members”) shall be appointed by the board of directors (“Board”) of Keck Seng Investments (Hong Kong) Limited (“Company”).
- 1.2 The majority of the Members shall be independent non-executive directors (hereinafter referred to as “INEDs”) of the Company.
- 1.3 The chairman of the Remuneration Committee (“Chairman”) shall be appointed by the Board and must be an INED of the Company.

2. Meetings

- 2.1 Meetings will be called by the Chairman, and held as and when necessary in order to conduct its business in accordance with the terms of reference herein.
- 2.2 Full minutes of the Remuneration Committee meetings should be kept by the company secretary of the Company. Draft and final versions of minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meeting.
- 2.3 Quorum for the meetings of the Remuneration Committee shall be any two Members, at least one of whom must be an INED.
- 2.4 Unless otherwise specified in the terms of reference herein, the provisions contained in the Company's articles of association for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Remuneration Committee.

3. Resources

- 3.1 The Company shall supply adequate resources to the Remuneration Committee in order for the Remuneration Committee to discharge its duties and obligations in accordance with the duties stated herein.

4. Professional advice

- 4.1 The Remuneration Committee shall have access to professional advice. The Company shall pay for professional advice if such advice is reasonably requested by the Remuneration Committee in order for the Remuneration Committee to reasonably discharge its duties and obligations in accordance with the terms of reference herein.

5. Duties

The duties of the Remuneration Committee shall be:

- 5.1 making recommendations to the Board on the Company's policy and structure for remuneration of all 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.
- 5.2 making recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policy.
- 5.3 reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives.
- 5.3A making recommendations to the Board on the remuneration packages of individual executives 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.
- 5.4 making recommendations to the Board on the remuneration of non-executive directors.
- 5.5 considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
- 5.6 reviewing and approving 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.
- 5.7 reviewing and approving compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are reasonable and appropriate.
- 5.8 ensuring that no director or any of his/her associates is involved in deciding his/her own remuneration.
- 5.9 advising shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)(“Listing Rules”).

- 5.10 consulting the Chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.
- 5.11 reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

6. Reporting procedures

- 6.1 The Remuneration Committee shall report to the Board on a regular basis and keep the Board fully informed of its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

7. Annual General Meeting

- 7.1 The Chairman of the Committee or in his/her absence, another Member or the Chairman's duly appointed delegate, shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Committee's activities.

8. Publication of the terms of reference of the Remuneration Committee

- 8.1 These terms of reference of the Remuneration Committee shall be published on the website of the Company and that of the Stock Exchange of Hong Kong Limited.

Note:

This document has both Chinese and English versions. In case of any discrepancy, the English version shall prevail.