



國美金融科技有限公司
Gome Finance Technology Co., Ltd.
(Incorporated in Bermuda with limited liability)
(Stock Code: 628)

**TERMS OF REFERENCE
OF
REMUNERATION COMMITTEE**

1. CONSTITUTION

1.1 The remuneration committee (the “**Committee**”) of Gome Finance Technology Co., Ltd. (the “**Company**”) is a committee of the board of directors of the Company (the “**Board**”).

2. MEMBERSHIP

2.1 The Committee shall consist of at least three directors with a majority of the independent non-executive directors of the Company (the “**INEDs**”) appointed by the Board.

2.2 The Committee should be chaired by any one INED as nominated by the Board amongst the Committee members.

2.3 The company secretary of the Company or as otherwise determined by the Board, shall act as the secretary of the Committee.

3. PROCEEDINGS OF THE MEETINGS

3.1 A quorum of a meeting shall be two members of the Committee.

3.2 Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

3.3 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 like form each signed by one or more of the members of the Committee.

3.4 Proceedings of meetings of the Committee shall be governed by the provisions of the bye-laws of the Company.

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least once every year and the Board or Committee members may call any meetings at any time when necessary.
- 4.2 Meeting can be attended in person or by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.

5. AUTHORITY

- 5.1 The Committee is authorised by the Board to seek any necessary information which is within the Committee's scope of duties from the Board and the employees.
- 5.2 The Committee shall be provided with sufficient resources to perform its duties and is authorised by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.
- 5.3 The Committee shall be provided with adequate information in a timely manner to enable it to make informed decision.
- 5.4 The Committee is authorised to do any such things to enable the Committee to properly perform its powers and functions.
- 5.5 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors of the Company.

6. DUTIES, ROLES AND FUNCTIONS

- (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management 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 and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;

- (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 review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and
- (j) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

7. REPORTING PROCEDURE

- 7.1 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting or the passing of any written resolution(s) of the Committee, the chairman of the Committee shall report such findings and recommendations of the Committee to the Board.

The English text of these terms of reference shall prevail over the Chinese text in case of any inconsistency.