

Hang Sang (Siu Po) International Holding Company Limited

(Incorporated in the Cayman Islands with limited liability)

Terms of Reference for the Remuneration Committee

Purpose

1. The purpose of the Remuneration Committee is to assist the board of directors (the “**Board**”) of Hang Sang (Siu Po) International Holding Company Limited (the “**Company**”) to develop and administer a formal and transparent procedure for setting policy on the remuneration of directors and senior management, evaluating the performance of directors and senior management, reviewing incentive schemes and directors’ service contracts and fixing the remuneration packages (including bonuses) for all directors and senior management.

Composition

2. The Remuneration Committee shall be appointed by the Board from time to time and shall consist of not less than three (3) non-executive directors, a majority of which shall be independent non-executive directors who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
3. The Board shall appoint an independent non-executive director as the chairman of the Remuneration Committee (the “**Chairman**”).
4. Each member of the Remuneration Committee shall disclose to the Remuneration Committee:
 - (a) any personal financial interest (other than a shareholder) in any matter to be decided by the Remuneration Committee;
 - (b) any potential conflict of interest arising from a cross-directorship; or
 - (c) any such member shall abstain from voting on resolutions of the Remuneration Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Remuneration Committee.

Meetings

5. The Remuneration Committee shall meet at least once a year or more frequently if circumstances require.
6. Meetings of the Remuneration Committee shall be summoned by the company secretary of the Company (the “**Company Secretary**”) at the request of the Chairman.
7. For regular meetings and as far as practicable in all other cases, an agenda and accompanying committee papers should be sent, in full, to all members of the Remuneration Committee. These should be sent in a timely manner and at least three (3) days before the intended date of meeting (or other agreed period).

8. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
9. The Company Secretary shall be the secretary of the Remuneration Committee.

Quorum

10. The quorum necessary for the transaction of business shall be two (2), both of whom must be independent non-executive directors. A duly convened meeting of the Remuneration Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Remuneration Committee.

Access

11. The Remuneration Committee shall have full access to management and may invite members of management or others to attend its meetings as necessary or desirable.
12. The Remuneration Committee should consult the chairman of the Board and/or chief executive officer about their remuneration proposals for other executive directors. The Remuneration Committee should have access to independent professional advice if considered necessary.
13. The Remuneration Committee should be provided with sufficient resources to discharge its duties.

Reporting Procedures

14. The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of these Terms of Reference of the Remuneration Committee on an annual basis and recommend any proposed changes to the Board.
15. Minutes of meetings of the Remuneration Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Remuneration Committee and should be open for inspection at any reasonable time on reasonable notice by any member of the Board.
16. Minutes of meetings of the Remuneration Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised or dissenting views expressed. Draft and final versions of minutes of board meetings of the Company should be sent to members of the Remuneration Committee for their comment and records, respectively, in both cases within a reasonable time after the meeting is held.

Authority

17. The Remuneration Committee is authorised by the Board to determine the policy for the remuneration of directors and senior management, assessing performance of directors and senior management and approving the terms of directors' service contracts and appointment letters. It shall ensure that no director should be involved in deciding his or her own remuneration.

Annual General Meeting

18. The Chairman shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Remuneration Committee's activities. In his or her absence, one other member of the Remuneration Committee or failing this his or her duly appointed delegate should attend.

Responsibilities and Duties

19. The Remuneration Committee shall perform the following duties:
- (a) to make recommendations to the Board on the Company's policy and structure for all remunerations of the directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration;
 - (b) to determine the terms of the specific remuneration package of the directors and senior management;
 - (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
 - (d) to consider and approve the grant of share options to eligible participants pursuant to the share option scheme of the Company;
 - (e) to make recommendations to the Board on the specific remuneration packages 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;
 - (f) to make recommendations to the Board on the remuneration of non-executive directors (if any);
 - (g) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group of the Company. The Remuneration Committee shall also ensure that the levels of remuneration should be sufficient to attract and retain directors needed to run the Company successfully but without paying more than is necessary;
 - (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 advise shareholders of the Company on how to vote in respect of any service contracts or appointment letters of directors that require shareholders' approval in accordance with the Listing Rules;
 - (l) to determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;

- (m) to do any such things to enable the Remuneration Committee to discharge its powers and functions conferred on it by the Board; and
- (n) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

General

- 20. The Remuneration Committee should make available these Terms of Reference, explaining its rule and the authority delegated to it by the Board by including them on the website of The Stock Exchange of Hong Kong Limited and the website of the Company.
- 21. For the purpose of these Terms of Reference, “senior management” means the same persons as referred to in the Company’s annual reports and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules, as such rule may be amended from time to time.

Adopted by the Company on 26 April 2016