

**CL GROUP (HOLDINGS) LIMITED**

**昌利(控股)有限公司**

(a company incorporated in the Cayman Islands with limited liability)  
(the “Company”)

**Remuneration Committee**

**Terms of Reference**

**1. Establishment**

The Board of Directors of the Company (the “Board”) resolved that a remuneration committee (the “Committee”) to be established under the Board.

**2. Objectives**

The main objectives of the Committee are to make recommendations to the Board’s policy and structure for all remuneration of directors of the Company (the “Directors”) and senior management and to establish a formal and transparent procedure for developing policy on such remuneration. The Committee is responsible to the Board.

**3. Members**

- 3.1 The Committee comprises three (3) Directors who shall be appointed and removed by the Board. The Committee membership will be terminated automatically in the case that such Committee member ceases his/her directorship in the Company and new Committee member will be appointed to fill the vacancy in order to fulfill the minimum number of members of the Committee (the “Members”).
- 3.2 A majority of the Members should be independent non-executive Directors.
- 3.3 The Board shall appoint the Committee Chairman who must be an independent non-executive Director.

**4. Secretary**

Secretary of the Committee (the “Secretary”) will be the Company Secretary of the Company unless otherwise appointed by the Committee.

**5. Authority and Duties**

- 5.1 The Committee shall, in relation to their duties, have the authority to request information of the Company’s management and employees of the Company and its subsidiaries (the “Group”) in order to discharge its duties.
- 5.2 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary. All fees of which are to be borne by the Company.
- 5.3 The Committee shall 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;

- 5.4 The Committee shall determine with delegated responsibility, the remuneration packages of all individual 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, and make recommendations to the Board on the remuneration of non-executive Directors. The Committee should consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- 5.5 The Committee shall review and approve the management remuneration proposals with reference to the Board's corporate goals and objectives;
- 5.6 The Committee shall 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;
- 5.7 The Committee shall 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;
- 5.8 The Committee shall ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- 5.9 The Committee shall be provided with sufficient resources to perform its duties.

## **6. Meeting**

### **6.1 Frequency**

The Committee is required to convene, at least once a year, a meeting either by way of physical attendance, conference call or video conferencing. The Committee may convene meeting(s) if considered necessary.

### **6.2 Notice of Meeting**

Unless otherwise agreed unanimously by all Members, the Secretary should issue notice in writing 7 days prior to the date of the meeting and circulate the related agenda of such meeting to all Members.

### **6.3 Quorum**

A simple majority of the Members constitutes a quorum.

#### 6.4 Methods of Meeting

A meeting may be effectively convened either by way of physical attendance, conference call or video conferencing. Members may use telephone or other similar device which allow the participants of the meeting to communicate between each other and be deemed to be an attendee of the meeting.

#### 6.5 Resolutions

Any resolution of the meeting is considered effectively passed by the agreement of the majority of all attending Members. A resolution may be validly and effectively passed in writing with the unanimous agreement of all Members.

#### 6.6 Invitation

The Committee may invite the executive Directors, professional advisors and/or any other third parties to attend the meeting. However such executive Directors, professional advisors and/or any other third parties have no authority to vote in the meeting.

#### 6.7 Minutes

The Secretary should maintain a comprehensive record of all minutes of the Committee meetings and the said minutes should record all the matters discussed among, consideration and resolutions (including any hesitation and expressed opposition) of, the Members during the meeting in details. The Secretary should send the draft minutes and signed minutes to all Members for approval and records respectively within reasonable time subsequent to the end of the meeting. The Secretary should also deliver the signed minutes to Board for their records.

### **7. Shareholders Meeting**

Committee Chairman or other Members with its authorisation should attend the annual general meeting and to answer the questions (if any) in relation to, among others, the Company's remuneration policy, Committee's activities and the Committee's duties raised by the shareholders. Unless otherwise authorised by the Board, all attending Members of a meeting are subject to the confidentiality of the meeting and are not allowed to disclose any relevant information to any third party.

### **8. Duties to Report**

Chairman of the Committee or any other Member being appointed to chair the meeting should report to the Board after the end of every meeting.

### **9. Rights of Interpretation**

The Board has the right of interpretation of these terms of reference.