

NGA CHUN HOLDINGS COMPANY LIMITED (the “Company”)

**Terms of reference of the Remuneration Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company**

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 22 September 2014.
- 1.2 Subject to the regulations contained in the Companies Law of the Cayman Islands, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company, the procedures of the Committee shall be regulated by the provisions set out in these terms of reference.

2. Membership

- 2.1 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 of the Company.
- 2.2 The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and shall be an independent non-executive director of the Company.
- 2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
- 2.4 The constitution of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.

3. Proceedings of the Committee

3.1 Notice of Meeting

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days’ notice.
- (b) A Committee member may at any time summon a Committee meeting.
- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine, provided that a Committee member shall not be in attendance when his/her own remuneration package or benefits are being discussed.
- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.

- (e) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. Such agenda and other documents should be sent in a timely manner and at least three days before the intended date of a meeting (or other period agreed by the Committee).

3.2 The quorum of the Committee meeting shall be two members of the Committee.

3.3 The Company Secretary shall act as the secretary of the Committee.

3.4 Other Board members shall also have the right of attendance.

3.5 The resolution of the Committee should be passed by more than half of the members.

4. Written resolutions

Written resolutions may be passed by all Committee members in writing. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

5. Alternate Committee members

Except for the situation as specified in 7(j) below, a Committee member may not appoint any alternate.

6. Authorities of the Committee

6.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in 7 below.

6.2 The Committee shall be provided with sufficient resources to perform all of its duties and responsibilities. The Committee should have access to independent professional advice at the Company's expense, if necessary.

7. Duties

The duties of the Committee shall be:

- (a) to consult the Chairman of the Board and/or chief executive about their remuneration proposals for other executive directors;
- (b) 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;

- (c) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (d) to make recommendations to the Board, on the remuneration packages of individual executive directors and senior management. The remuneration packages should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (e) to make recommendations to the Board on the remuneration of non-executive directors;
- (f) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries (the "**Group**");
- (g) 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;
- (h) 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;
- (i) to ensure that no director or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration;
- (j) to attend annual general meetings of the Company, and be available to answer questions at such annual general meetings (*Note: the Chairman of the Committee shall attend annual general meetings of the Company; and in the Chairman's absence, another member of the Committee or failing this, the Chairman's duly appointed delegate, shall attend*);
- (k) in respect of any service agreement to be entered into between any members of the Group and its director or proposed director that requires shareholders' approval, to form a view in respect of such service agreement and advise shareholders of the Company (other than shareholder who is a director with a material interest in the relevant service agreement and his associates) as to whether the terms of such service agreement are fair and reasonable and whether such service agreement is in the interests of the Company and its shareholders as whole, and to advise shareholders on how to vote;
- (l) make available the terms of reference, explaining the role of the Committee and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company; and
- (m) disclose details of any remuneration payable to members of senior management by band in the annual reports of the Company.

8. Reporting procedures

- 8.1 Full minutes of Committee meeting (which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed) shall be kept by a duly-appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The duly-appointed secretary of the meeting shall circulate the draft and final version of minutes of meeting to all members of the Committee for their comments and records respectively within a reasonable time after the meeting is held, and circulate the final version of minutes of meeting to all directors of the Company within a reasonable time after the meeting is held. The procedures set out in this 8.1 shall also apply to the written resolutions of the Committee as referred to in 4 above.
- 8.2 The Committee should report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

9. Continuing application of the articles of association of the Company

The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (the Corporate Governance Code and Corporate Governance Report) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

11. Interpretation

The power to interpret these terms shall rest in the Board.

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