

C.BANNER INTERNATIONAL HOLDINGS LIMITED

千百度國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1028)

Summary of terms of reference of the Remuneration Committee

The Remuneration Committee

The board of directors (the “**Board**”) of **C.banner International Holdings Limited** (the “**Company**”) has established a committee of the Board known as the Remuneration Committee (the “**Remuneration Committee**”), a summary of its constitution and particular duties are set out below:-

1. Membership

- 1.1 The Remuneration Committee shall be appointed by the Board.
- 1.2 The majority of Remuneration Committee members shall be independent non-executive directors of the Company.
- 1.3 The Board shall appoint the chairman of the Remuneration Committee. The chairman must be an independent non-executive director.
- 1.4 The term of each appointment to the Remuneration Committee shall be determined by the Board upon appointment.

2. Secretary

- 2.1 The company secretary of the Company or his/her delegate shall be the secretary of the Remuneration Committee.
- 2.2 The Remuneration Committee may from time to time appoint another secretary with appropriate qualification and experience.

3. Meetings

- 3.1 The Remuneration Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Remuneration Committee demands. The chairman of the Remuneration Committee may convene additional meetings at his discretion.
- 3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Remuneration Committee, and to any other person required to attend in relation to all regular meetings of the Remuneration Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of the Member of the Remuneration Committee at the meeting shall be deemed waiver of the required notification requirement.
- 3.3 The quorum of Remuneration Committee meetings shall be two members, one of them should be an independent non-executive director.

- 3.4 A member of the Remuneration Committee shall abstain from voting and shall not be counted in the quorum of a meeting in respect of the resolution regarding the remuneration payable to him.
- 3.5 The members of the Remuneration Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.6 Resolutions of the Remuneration Committee shall be passed with a majority of votes.
- 3.7 Resolutions signed by all members of the Remuneration Committee will be treated valid as if it is passed in the meeting held by the Remuneration Committee.
- 3.8 Full minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the secretary of the Remuneration Committee shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.

4. Attendance of Meetings

- 4.1 Upon invitation by the Remuneration Committee, the chairman of the Board and/or the general manager or the chief executive officer, external consultant and other Board members may attend all or any of the meetings.
- 4.2 Only the Remuneration Committee members shall have the voting powers.

5. Annual general meetings

- 5.1 The chairman of the Remuneration Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Remuneration Committee's activities and responsibilities. If the chairman of the Remuneration Committee is unable to attend, a member of the Remuneration Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Remuneration Committee's activities and responsibilities.

6. Duties and responsibilities

The duties and responsibilities of the Remuneration Committee shall be:

- 6.1 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;
- 6.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 6.3 either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) 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;

- 6.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 6.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- 6.6 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;
- 6.7 to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with relevant contractual terms and are otherwise reasonable and appropriate;
- 6.8 to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration; and
- 6.9 to consider other matters, as required by the Board, to be performed by the Remuneration Committee.

7. **Reporting responsibilities**

- 7.1 After each meeting, the Remuneration Committee shall report formally to the Board on all matters within its duties and responsibilities.

8. **Authority**

- 8.1 The Remuneration Committee shall consult the chairman and/or chief executive of the Company about their remuneration proposals for other executive directors.
- 8.2 The Remuneration Committee is authorized by the Board when necessary to seek any remuneration information it requires from senior management of the Company in order to discharge its duties.
- 8.3 The Remuneration Committee is authorized by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties at the Company's expense.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.

- 8.4 The Remuneration Committee shall have access to sufficient resources in order to perform its duties.

“Senior management” refers to the same persons referred to in the Company’s annual report and required to be disclosed under paragraph 12 of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.