

WARDERLY INTERNATIONAL HOLDINGS LIMITED
匯多利國際控股有限公司*
(the “Company”)

Term of Reference of the Remuneration Committee

1. MEMBERSHIP

The Remuneration Committee shall be appointed by the Board and shall consist of not less than three (3) members comprising a majority of independent non-executive directors.

2. CHAIRMAN

The Chairman of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive director. In the absence of the Chairman of the Remuneration Committee, members present may elect any member who is an independent non-executive director to chair a Remuneration Committee meeting.

3. SECRETARY

The company secretary shall be the secretary of the Remuneration Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Remuneration Committee, shall attend the meeting of the Remuneration Committee and take minutes.

4. PROCEEDINGS OF THE REMUNERATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Remuneration Committee.

** for identification purpose only*

4.1 Quorum

4.1.1 The quorum for meetings of the Remuneration Committee shall be two (2) members.

4.2 Frequency of meetings

The Remuneration Committee shall hold at least one (1) regular meeting in a year. Additional meetings of the Remuneration Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 At the invitation of the Remuneration Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Remuneration Committee), external advisers and other persons may attend all or part of any meetings.

4.4 Notice of meetings

4.4.1 A meeting of the Remuneration Committee may be convened by any of its members or by the secretary of Remuneration Committee.

4.4.2 Unless otherwise agreed by all the members of the Remuneration Committee, notice of at least fourteen (14) days shall be given for a regular meeting of the Remuneration Committee. For all other meetings of the Remuneration Committee, reasonable notice shall be given.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Remuneration Committee and to other attendees as appropriate at least three (3) days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1 Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comment and records within a reasonable time after the meeting.

4.5.2 Minutes of the Remuneration Committee shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), a resolution in writing signed by all the members of the Remuneration Committee shall be as valid and effectual as if it has been passed at the meeting of the Remuneration Committee duly convened and held.

5. **AUTHORITY**

5.1 The Remuneration Committee shall consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the remuneration of other executive directors and senior management;

5.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties;

5.3 The Remuneration Committee is authorised by the Board where necessary to have access to professional advice;

5.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.

6. **DUTIES**

6.1 The duties of the Remuneration Committee shall be:

- (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 group;
- (f) to consider and approve the grant of share options to eligible participants pursuant to the share option scheme of the Company, if any;

- (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; and
- (i) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.

7. REPORTING PROCEDURES

The Remuneration Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Remuneration Committee, the Chairman of the Remuneration Committee shall report the findings and recommendations of the Remuneration Committee to the Board.

8. ANNUAL GENERAL MEETING

The Chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Remuneration Committee's activities and its responsibilities.

Notes:

- i. "senior management" should refer to the same persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.*
- ii. If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.*