



**Hung Fook Tong Group Holdings Limited**

**鴻福堂集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 1446**

**Remuneration Committee**

Terms of Reference

*Effective on 31 December 2018*

*(Adopted at Board Meeting on 11 June 2014 and  
amended and adopted pursuant to the Board resolution passed on 31 December 2018)*

## **Preamble**

1. Hung Fook Tong Group Holdings Limited (the “**Company**”) was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**HKEx**”) on 4 July 2014.
2. In compliance with the code of provision of the Corporate Governance Codes under the Rules Governing the Listing of Securities on the HKEx (the “**Listing Rules**”) as amended from time to time (the “**Corporate Governance Code**”), a remuneration committee (the “**Remuneration Committee**”) needs to be established with the terms of reference as set out and adopted herein.

## **Constitution**

3. The Remuneration Committee was established by resolutions of the board of directors of the Company (the “**Board**”, and each director of the Board, a “**Director**”) on 11 June 2014.

## **Membership**

4. The members of the Remuneration Committee shall be appointed by the Board from time to time from among the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors.
5. The Chairman of the Remuneration Committee shall be appointed by the Board and should be an independent non-executive Director.
6. The term of office of a member of the Remuneration Committee shall be determined by the Board.
7. Each member of the Remuneration Committee shall disclose to the Remuneration Committee:
  - (a) any personal financial interest (other than as a Shareholder of the Company) in any matter to be decided by the Remuneration Committee; or
  - (b) any potential conflict of interest arising from a cross-directorship.

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 shall (if so required by the Board) resign from the Remuneration Committee.

## **Frequency and conduct of meetings**

8. Unless otherwise stated herein, the meetings of the Remuneration Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company’s memorandum and articles of association.

9. Meetings shall be held at least once a year. The Chairman of the Remuneration Committee shall convene a meeting upon request by any member of the Remuneration Committee.
10. An agenda and any accompanying Committee papers should be sent in full to all members of the Remuneration Committee in a timely manner and at least three days before the proposed date of a meeting of the Remuneration Committee (or other agreed period).
11. The quorum of a Remuneration Committee meeting shall be any two members of the Remuneration Committee, one of whom must be an independent non-executive Director.
12. The Company is obliged to supply the Remuneration Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and individual Directors shall have separate and independent access to the senior management.

### **Annual General Meetings**

13. The chairman of the Remuneration Committee shall attend the Company's annual general meeting and be prepared to respond to any shareholder's questions on the Remuneration Committee's activities.
14. If the chairman of the Remuneration Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Remuneration Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder's questions on the Remuneration Committee's activities.
15. The secretary of the Remuneration Committee shall be the company secretary of the Company or his/her appointed delegate.

### **Authority**

16. The Remuneration Committee is authorised by the Board to discharge its duties within these terms of reference. It is authorised to seek any remuneration information it requires from relevant parties of the Company. The Remuneration Committee is authorised and encouraged by the Board to obtain external independent professional advice from reputable internationally recognised advisors, at the Company's expense, and to secure the attendance of such external advisors with relevant experience and expertise. The Remuneration Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external remuneration consultant who advises the Remuneration Committee.

## Duties

17. The duties of the Remuneration Committee shall include:

- (a) making recommendations to the Board on the Company's policy and structure for all Directors' and senior managements' remuneration and establishing a formal and transparent procedure for developing remuneration policy;
- (b) reviewing and approving the managements' remuneration proposals with reference to the Board's goals and objectives. The Company will disclose details of any remuneration payable to members of senior management by band in its annual reports in accordance with the requirements under the Listing Rules;
- (c) being responsible, as the Board shall direct, for making recommendations to the Board on the remuneration packages of individual 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;
- (d) making recommendations to the Board on the remuneration of non-executive Directors;
- (e) considering salaries paid by comparable companies in the industry in which the Company operates, time commitment and responsibilities, and employment conditions elsewhere in the Group;
- (f) reviewing and approving the compensation payable to executive Directors and senior management for any loss or termination of office or appointment in order to ensure that such compensation is consistent with the contractual terms and is otherwise fair and in line with market practice;
- (g) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct in order to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) ensuring that no Director or any of his/her associates (as such term is defined in the Listing Rules) is involved in deciding his/her own remuneration; and
- (i) reviewing the policy of the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor (the **"Group"** ), on expense reimbursements for the Directors and senior management.

18. In carrying out its duties under these terms of reference, the Remuneration Committee should:

- (a) consult the chairman of the Board and/or the group managing director about their remuneration proposals for other executive Directors and senior management and to consult independent professional advice if necessary;
- (b) consider the following aspects of remuneration with reference to the information and documents provided from time to time by the Company's human resources department:
  - desired remuneration packages to attract, retain and motivate Directors of the quality required, but shall avoid paying more than is necessary for this purpose;
  - salaries paid by comparable companies, time commitment and responsibilities, employment conditions in the Company and its subsidiaries;
  - appointment and termination terms for Directors and senior management to ensure that they are fair; and
  - compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure they are reasonable and appropriate.
- (c) ensure that share options offered by the Company to its Directors or senior management (if any) are in accordance with Chapter 17 of the Listing Rules or the employees incentive schemes are in compliance with applicable laws and regulations, as applicable.

19. Without prejudice to the generality of these terms of reference for the Remuneration Committee set out above, the Remuneration Committee shall:

- (a) operate the Company's share option scheme or other incentive schemes as they apply to, and recommend to the general meeting of shareholders, grants of options to be made to Directors and senior management. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board or its authorized officers/delegates) and make amendment(s) to the terms of such schemes (subject to the provisions of the schemes relating to amendment);
- (b) liaise with the trustee of any employee share incentive scheme which is created by the Company for the benefit of employees, senior management or Directors;
- (c) review the terms of executive Directors' and senior managements' appointment letters from time to time; and

- (d) advise the Board in relation to the preparation of the Board's remuneration report (if any) to the shareholders.

### **Reporting procedures**

- 20. Full minutes of the Remuneration Committee's meetings shall be kept by the secretary of the Remuneration Committee, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 21. Minutes of meetings of the Remuneration Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Remuneration Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
- 22. Without prejudice to the generality of the duties of the Remuneration Committee set out in these terms of reference, the Remuneration Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

### **Provision of Terms**

- 23. The Remuneration Committee shall make available these terms of references on request and by inclusion on the HKEx's website and the Company's website, thereby explaining the role of the Remuneration Committee and the authority delegated to it by the Board.

### **Approval of Disclosure Statements**

- 24. The Remuneration Committee shall be responsible for approving all disclosure statements in relation to the Remuneration Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the HKEx's website and the Company's website.

### **Review of Terms**

- 25. The Remuneration Committee shall review these terms of reference annually, and may consider and submit to the Board any proposed changes that the Remuneration Committee deems appropriate or advisable.