

Chevalier International Holdings Limited

Terms of Reference of the Remuneration Committee

1. Constitution

- 1.1 The Board of Directors (the “Board”) of Chevalier International Holdings Limited (the “Company”) established a committee of the Board known as the Remuneration Committee (the “Committee”) on 10 March 2005.
- 1.2 Effective date of these terms of reference: Adopted by the Board on 26 June 2017.

2. Membership

- 2.1 The members of the Committee shall be from time to time appointed by the Board and shall comprise at least 3 members, majority of whom shall be Independent Non-Executive Directors in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- 2.2 If a regular member is unable to act due to absence, illness or any other cause, he may appoint another Independent Non-Executive Director of the Company to serve as an alternate member.

3. Chairman

- 3.1 The Chairman of the Committee shall be a member of the Committee appointed by the Board and be an Independent Non-Executive Director.
- 3.2 The Chairman of the Committee shall chair the meetings of the Committee.
- 3.3 In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present at the meeting shall elect one of themselves to chair the meeting.

4. Secretary

- 4.1 The Company Secretary or any other person invited by the Committee shall act as the Secretary of the Committee to take minutes. In the absence of the Secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the Secretary.

5. Quorum and Resolutions

- 5.1 The quorum necessary for the transaction of business shall be any two members and:
 - a. If only two members are in attendance, at least one member shall be an Independent Non-Executive Director; and
 - b. If more than two members are in attendance, then a majority of the members shall be Independent Non-Executive Directors.

- 5.2 A member participating in a Committee meeting through electronic communications device shall be counted for the purpose of the quorum as far as the member is able:
- a. To hear each of the other participating member(s) addressing the meeting; and
 - b. If he so wishes, to address all of the other participating member(s) simultaneously.
- 5.3 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The member or any of his/her close associates who has a material interest shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her close associates have a material interest.
- 5.4 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 5.5 Each resolution at a meeting of the Committee shall be determined by a majority of votes of the Committee members present. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.

6. Frequency of Meetings

- 6.1 The Committee shall meet at least once each year and at such other times as the Chairman of the Committee shall require.
- 6.2 Any member of the Committee may request a meeting if he/she considers that one is necessary. The request shall be made to the Secretary of the Committee.

7. Attendance at and Attendees of Meetings

- 7.1 Members of the Committee may attend meetings of the Committee either in person or through electronic means of communication.
- 7.2 Should any member of the Committee wish to attend a meeting through electronic communications, prior arrangements shall be made with the Secretary of the Committee.
- 7.3 Other than members of the Committee, the Chairman of the Board, the Managing Director, the Executive Director, Group Human Resources Manager, external advisers and any other person(s) if invited by the Committee shall attend meetings, but they cannot vote or be counted towards the quorum for any matter to be resolved by the Committee.

8. Notice of Meetings

- 8.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 8.2 Unless otherwise agreed, notice of each meeting confirming the venue, date and time shall be forwarded to each member of the Committee, and to any other person required to attend:
- a. In relation to all regular meetings of the Committee, at least 3 business days before the date of the meetings; and
 - b. In relation to all other meetings of the Committee, within a reasonable time prior to the date of the meeting.

- 8.3 Supporting papers of meetings shall be sent to Committee members and to other attendees, as appropriate, within a reasonable time before the holding of the meeting.
- 8.4 Each member of the Committee shall be entitled, by notice to the Secretary of the Committee, to include other matters relevant to the functions of the Committee in the agenda of the Committee meeting.

9. Minutes of Meetings

- 9.1 The Secretary of the Committee (or his/her delegate) attending the meetings of the Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings. The minutes should also include any concerns raised by any member of the Committee and/or dissenting views expressed.
- 9.2 Draft minutes of each meeting shall be sent to the Committee members present at the meeting for comments within a reasonable time after the meeting.
- 9.3 A final version of the minutes of each meeting shall be sent to the Committee members present at the meeting for signature and shall be copied to each other member absent from the meeting for reference, attention and/or follow up.
- 9.4 Minutes of the meetings shall be kept by the Secretary of the Committee and shall be available for inspection by any member of the Committee or Director at any reasonable time on reasonable notice.

10. Annual General Meeting

- 10.1 The Chairman or in his absence, another member of the Committee, or failing this his duly appointed delegate shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

11. Duties, Powers and Functions

- 11.1 The duties of the Committee shall be:
 - a. 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;
 - b. 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 but without limitation, basic salaries, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
 - c. to make recommendations to the Board on the remuneration of Non-Executive Directors;

- d. to review and approve:
 - i. the management's remuneration proposals with reference to corporate goals and objectives resolved by the Board from time to time;
 - ii. 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; and
 - iii. 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;
- e. to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- f. to exercise such other powers, authorities, and discretions, and perform such other duties, of the Directors in relation to the remuneration of the Directors and senior management as the Directors may from time to time delegate to it, having regard to the Corporate Governance Code of the Listing Rules.

11.2 The Committee should be provided with sufficient resource to perform its duties. Where necessary, the Committee should seek independent professional advice at the Company's expenses, to perform its responsibilities.

11.3 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it reasonably requires from any officer or executive of the Company and all officers and executives are directed to co-operate with any reasonable request made by the Committee.

12. Reporting Responsibilities

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

12.2 The Committee shall make recommendations to the Board that it deems appropriate on any area within its remit where action or improvement is needed.

13. Frequency of Review

13.1 This Terms of Reference should be reviewed on a continuous basis and when necessary, can be revised by the Board from time to time.

14. Disclosure and Publication

14.1 The terms of reference will be posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited.