



## **SFund International Holdings Limited**

### **廣州基金國際控股有限公司**

*(Incorporated in Cayman with limited liability)*

(Stock code : 1367)

## **Remuneration Committee**

### **Terms of Reference**

Adopted by the Board on 20 June 2014 and amended on 16 April 2019

#### **1. CONSTITUTION**

The board of directors (the "**Board**") of SFund International Holdings Limited (the "**Company**") hereby constitutes and establishes a committee of the Board to be known as Remuneration Committee (the "**Committee**").

#### **2. MEMBERSHIP**

2.1 The Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.

2.2 The chairman of the Committee shall be an independent non-executive director and appointed by the Board.

#### **3. SECRETARY OF REMUNERATION COMMITTEE**

The company secretary of the Company shall be the secretary of the Committee.

#### **4. QUORUM**

A quorum of the Committee shall be two members.

#### **5. MEETINGS**

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

5.2 Only members are entitled to vote at the meetings.

5.3 The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, and making regular reports to the Board.

## **6. AUTHORITY**

6.1 The Committee is authorised by the Board to:

- (a) determine the remuneration payable to executive directors and members of senior management of the Company, the emolument policies and the basis for determining such emoluments;
- (b) obtain independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary; and
- (c) invite members of management to attend its meetings.

6.2 The Committee shall ensure that no director should be involved in deciding his own remuneration.

6.3 The Committee shall report directly to the Board.

6.4 The Committee shall be provided with sufficient resources to perform its duties.

## **7. DUTIES**

The duties of the Committee shall include the following aspects:

- (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) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either:
  - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management of the Company; or
  - (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management of the Company.

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 of the Company;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions of the Company and its subsidiaries;

- (f) to review and approve compensation payable to executive directors and senior management of the Company 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;
- (g) 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;
- (h) to ensure that no director of the Company or any of his or her associates is involved in deciding his or her own remuneration; and
- (i) to disclose details of remuneration payable to members of senior management by band in the Company's annual reports.

## **8. REPORTING PROCEDURES**

- 8.1 Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared and kept by the Company Secretary, which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Committee.
- 8.2 The Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of these terms of reference on an annual basis and recommend any proposed changes to the Board.

## **9. RESOLUTIONS IN WRITING AND MEETINGS BY CONFERENCE CALLS**

- 9.1 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 9.2 A resolution in writing signed by all Members shall be valid and effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held.
- 9.3 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.

## **10. PUBLICATION OF THESE TERMS OF REFERENCE**

These terms of reference will be posted on the respective website of the Company and Hong Kong Exchanges and Clearing Limited.

*Note: If there any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.*