

REF HOLDINGS LIMITED
(“Company”)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1631)

Terms of reference - Remuneration Committee
(“Committee”)

(As adopted by the Board on 12 August 2015, amended with effect from 20 June 2017 and further amended on 20 December 2017)

Membership

1. The Committee shall consist of at least three directors with a majority of independent non-executive directors appointed by the board of directors (“the Board”) from time to time.
2. The Board shall appoint one of the members as the Chairman of the Committee who shall be an independent non-executive director.
3. The company secretary of the Company or his delegate or nominee shall be the Secretary of the Committee.

Frequency and proceedings of meeting

4. The Committee should meet at least once per year. Additional meetings shall be held as the work of the Committee demands.
5. The Chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of the Committee meeting shall be two members of the Committee.
7. The Committee may, from time to time, invite independent advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
8. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

Duties, powers and functions

9. The Committee shall:
 - (a) formulate remuneration policy for approval by the Board, which shall take into account factors such as salaries paid by comparable companies, time commitment, employment conditions, and responsibilities, and individual performance of the directors, senior management, and the general staff. Performance shall be measured against corporate goals and objectives determined by the Board from time to time; and implement the remuneration policy laid down by the Board;
 - (b) without prejudice to the generality of the foregoing:

- (i) establish guidelines for the recruitment of the Managing Director and senior management;
- (ii) make recommendations to the Board on the policy and structure for the remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy, whilst ensuring no director or any of his associates is involved in deciding his own remuneration;
- (iii) review and approve the management's remuneration proposals by reference to the Board's corporate goals and objectives;
- (iv) determine the remuneration packages of executive directors and senior management, including benefits in kind, pension right, compensation payment (including compensation for loss or termination of office or appointment etc). The Chairman and/or the Managing Director shall be consulted respectively about their proposals relating to the remuneration of the Managing Director and/or senior management, as the case may be;
- (v) make recommendations to the Board on the remuneration of non-executive directors including independent non-executive directors;
- (vi) review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (vii) review and approve the 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;
- (viii) determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
- (ix) consider the annual performance bonus for executive directors, senior management and the general staff, having regard to their achievements against the performance criteria by reference to market norms, and determine that for executive directors and senior management and make recommendation to the Board on the same for the general staff;
- (x) engage such external independent professional advisors to assist and/or advise the Committee on issues as it considers necessary;
- (xi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (xii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by applicable legislation or rules of regulatory authorities.

Reporting Procedures

10. The Secretary of the Committee shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all directors of the Company.