

Kwong Man Kee Group Limited

鄺文記集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8023)

Terms of Reference of the Remuneration Committee

CONSTITUTION

1. The board of directors (the “**Board**”) of Kwong Man Kee Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has resolved to establish a committee of the Board to be known as the Remuneration Committee (the “**Committee**”) on 24 September 2016.

MEMBERSHIP

2. Under the Constitution, the Committee consists of not less than three members appointed by the Board of the Company, majority of whom are independent non-executive directors (the “**INEDs**”). The quorum for meeting shall not be less than two members.
3. The chairman of the Committee shall be any one of the members of the Committee who is an INED and appointed by the Board.
4. The chairman of the Committee shall chair the meetings of the Committee. In the absence of the chairman of the Committee, the remaining members present at the meeting shall elect one amongst themselves to chair the meeting of the Committee.
5. The secretary of the Committee (who shall be the secretary of the Company save as otherwise appointed by the Committee) or his/her delegate shall attend meetings 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.

FREQUENCY AND PROCEDURE OF MEETINGS

6. The Committee shall meet at least once a year and otherwise as required. Unless otherwise stated herein, proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company as amended from time to time.

NOTICE OF MEETINGS

7. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.

8. 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 seven calendar 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.
9. 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.

ANNUAL GENERAL MEETING

10. The chairman of the Committee shall, or in the event the chairman is not available, another member of the Committee shall, attend the annual general meeting of the Company and be prepared to respond to any shareholders' questions on the Committee's activities and their responsibilities.

AUTHORITY

11. The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized 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. The Committee is authorised by the Board to obtain independent legal and other professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Committee considers it necessary. The Committee shall be provided with sufficient resources to discharge its duties. The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Committee.

DUTIES

13. The Committee shall have the following duties:
 - (a) consult the chairman and/or the chief executive officer of the Company about its remuneration proposals for executive directors and the senior management (as defined/identified by the Board from time to time). The Committee should have access to independent professional advice if necessary;

- (b) make recommendations to the Board on the Company's policy and structure for the remuneration of all directors including non-executive directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (c) determine, with delegated responsibilities, the remuneration packages of individual executive directors and senior management, and such packages shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - (d) make recommendations to the Board on the remuneration of non-executive directors;
 - (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
 - (f) review and approve the management's remuneration proposal with reference to the Board's corporate goals and objectives;
 - (g) review and approve the 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
 - (h) 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.
14. The Committee shall ensure that no director or any of his/her associates shall be involved in deciding his/her own remuneration.

REPORTING PROCEDURES

15. Full minutes of the Committee's meeting shall be kept by a duly appointed secretary of the meeting, and such minutes shall be open for inspection at any reasonable notice by any director.
16. Minutes of the meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after such meetings.

17. Without prejudice to the generality of the duties of the Committee set out in these Terms of Reference, the 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 its ability to do so.

FREQUENCY OF REVIEW

18. These Terms of Reference should be reviewed on an annual basis and when necessary, and can be revised by the Board from time to time. Any change to these Terms of Reference shall be subject to the approval of the Board.

AVAILABILITY OF THESE TERMS OF REFERENCE

19. The Committee shall make available these Terms of Reference on request and by inclusion on the websites of the Company and the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, thereby explaining its role and authority delegated to it by the Board.

These Terms of Reference are prepared in English. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.