

Remuneration Committee
Terms of Reference

1. Composition

- 1.1 The members of the Remuneration Committee ("Members") shall be appointed by the board of directors ("Board") of Keck Seng Investments (Hong Kong) Limited ("Company").
- 1.2 The majority of the Members shall be independent non-executive directors (hereinafter referred to as "INEDs") of the Company.
- 1.3 The chairman of the Remuneration Committee ("Chairman") shall be appointed by the Board and must be an INED of the Company.

2. Meetings

- 2.1 Meetings will be called by the Chairman, and held as and when necessary in order to conduct its business in accordance with the terms of reference herein.
- 2.2 The secretary of the Remuneration Committee shall maintain a record of attendance and prepare minutes of the meetings to be circulated to all Members.
- 2.3 Quorum for the meetings of the Remuneration Committee shall be any two Members, at least one of whom must be an INED.
- 2.4 Unless otherwise specified in the terms of reference herein, the provisions contained in the Company's articles of association for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Remuneration Committee.

3. Resources

- 3.1 The Company shall supply adequate resources to the Remuneration Committee in order for the Remuneration Committee to discharge its duties and obligations in accordance with the duties stated herein.

4. Professional advice

- 4.1 The Remuneration Committee shall have access to professional advice. The Company shall pay for professional advice if such advice is reasonably requested by the Remuneration Committee in order for the Remuneration Committee to reasonably discharge its duties and obligations in accordance with the terms of reference herein.

5. Duties

- 5.1 The Remuneration Committee shall make recommendations to the Board on the Company's policy and structure for remuneration 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.
- 5.2 The Remuneration Committee shall make recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policy.
- 5.3 The Remuneration Committee shall review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
- 5.4 The Remuneration Committee shall make recommendations to the Board on the remuneration of non-executive directors.
- 5.5 The Remuneration Committee shall consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
- 5.6 The Remuneration Committee shall review and approve 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.
- 5.7 The Remuneration Committee shall 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 reasonable and appropriate.
- 5.8 The Remuneration Committee shall ensure that no director or any of his associates is involved in deciding his own remuneration.
- 5.9 The Remuneration Committee shall advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Listing Rules.
- 5.10 The Remuneration Committee should consult the Chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.
- 5.11 The Chairman or in his absence, another Member or failing this his duly appointed delegate, shall be available to answer questions at the annual general meeting of the Company.
- 5.12 The Remuneration Committee shall report to the Board on a regular basis.

6. Publication of the terms of reference of the Remuneration Committee

6.1 These terms of reference of the Remuneration Committee shall be published on the website of the Company and that of the Stock Exchange of Hong Kong Limited.