

MS GROUP HOLDINGS LIMITED

萬成集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1451)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

The board (the “**Board**”) of directors of MS Group Holdings Limited (the “**Company**”) has resolved to establish a committee of the Board known as the remuneration committee of the Board (the “**Committee**”) on 15 May 2018 and the Committee adopted the below terms of reference with effect from 15 May 2018.

1. MEMBERSHIP

- 1.1 The Committee consists of not less than 3 members appointed by the Board, majority of whom are Independent Non-executive Directors (the “**INEDs**”) in accordance with the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- 1.2 The chairman of the Committee shall be any one of the members of the Committee who is an INED or the chairman of the Board.

2. CHAIRMAN

- 2.1 The Chairman of the Committee shall be the Chairman of the Board or an INED appointed by the Board. The Chairman of the Committee has the responsibility of liaising with the Board.
- 2.2 The Chairman of the Committee shall chair the meetings of the Committee.
- 2.3 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.

3. SECRETARY

- 3.1 The secretary of the Committee or his delegate shall attend meetings of the Committee to take minutes.
- 3.2 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.

4. QUORUM AND RESOLUTIONS

- 4.1 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.
- 4.2 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.
- 4.3 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 of any of his close associates who has a material interest shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he and/or his close associates have a material interest.
- 4.4 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.
- 4.5 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.

5. FREQUENCY OF MEETINGS

- 5.1 The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall require.
- 5.2 Any member of the Committee may request a meeting if he considers that one is necessary. The request shall be made to the secretary of the Committee.

6. ATTENDANCE AT AND ATTENDEES OF MEETINGS

- 6.1 Members of the Committee may attend meetings of the Committee either in person or through electronic means of communication.
- 6.2 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.

- 6.3 Other than members of the Committee, the CEO (if any), other Director(s), or external adviser(s) may be invited to attend for all or part of any meeting as and when appropriate, but they cannot vote or be counted towards the quorum for any matter to be resolved by the Committee.

7. NOTICE OF MEETINGS

- 7.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.
- 7.2 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 7 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.
- 7.3 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.
- 7.4 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.

8. MINUTES OF MEETINGS

- 8.1 The secretary of the Committee (or his 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.
- 8.2 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.
- 8.3 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.
- 8.4 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.

9. WRITTEN RESOLUTIONS

9.1 Save for any matter constituting a connected transaction of the Company under the Hong Kong Listing Rules and requiring approval of the shareholders at general meeting or any matter a substantial shareholder or a Director of the Company having a conflict of interest which the Board has determined to be material, a resolution in writing signed by a majority of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held provided that:

- a. The members signing the resolution are sufficient to constitute a quorum; and
- b. A copy of such resolution has been given or the contents thereof communicated to all the members before the resolution becomes valid.

10. ANNUAL GENERAL MEETING

10.1 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 Shareholder questions on the Committee's activities.

11. DUTIES

11.1 The Committee shall have the following duties:

- a. to consult the Chairman about the remuneration proposals for Executive Directors and the senior management (as defined/identified by the Board from time to time);
- b. to make recommendations to the Board on the Company's policy and structure for the remuneration of all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- c. to determine with delegated responsibilities with 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, taking into consideration of factors such as salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- d. to make recommendations to the Board on the Directors' fees and the fees for members of each committee of the Board;
- e. to review and approve the management's remuneration proposal with reference to the Board's corporate goals and objectives;

- f. to 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;
- g. 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 advise shareholders of the Company on how to vote with respect to any Director's service contract that requires shareholders' approval under the Hong Kong Listing Rules; and
- i. to deal with other matters delegated by the Board from time to time.

11.2 The Committee shall ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.

12. REPORTING RESPONSIBILITIES

12.1 The Chairman of the Committee shall, at appropriate time intervals, report formally to the Board at the regular meetings of the Board on all matters within its duties and responsibilities.

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.

12.3 Where the Board disagrees with the Committee's view on any remuneration or compensation arrangements, the Committee shall prepare a statement, for inclusion in the Company's published report, explaining its recommendations. The Committee shall also ensure the Board will include in the same report the reason(s) why the Board takes a different view.

13. OTHERS

13.1 The Committee shall have access to sufficient resources in order to discharge its duties. In the event that the Committee determines that it has insufficient resources, it may make a request for additional resources to the Chief Financial Officer of the Company. If the request for additional resources is denied, the Committee may, if it chooses, make a request to the Board through the Company Secretary. The Board shall convene a Board meeting as soon as reasonably practicable to consider the request.

13.2 All members of the Committee shall have access to the advice and services of the secretary of the Committee with a view to ensuring that procedures of the Committee and all applicable rules and regulations are followed.

13.3 In the event that the Committee or any member of the Committee requires access to independent professional advice in connection with its/his duties, the Committee or its member(s) may make a request. All such requests shall be processed in accordance with the Company's pre-defined guidelines for seeking independent professional advice.

13.4 At the expense of the Company, every newly appointed member of the Committee shall be given a comprehensive, formal and tailored induction on the first occasion of his appointment, and subsequently such briefing and professional development as is necessary, to ensure that he has a proper understanding of the operations and business of the Company and that he is fully aware of his responsibilities as a member of the Committee.

13.5 Every member of the Committee shall give sufficient time and attention to his duties as a member of the Committee. He shall give the Company the benefit of his skills and expertise through regular attendance and active participation.

13.6 The Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

14. AUTHORITY AND AMENDMENT

14.1 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.

14.2 Any change to these terms of reference shall be subject to the approval of the Board.

15. FREQUENCY OF REVIEW

15.1 This Terms of Reference should be reviewed on an annual basis and when necessary, can be revised by the Board from time to time.

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)