

**SOMERLEY CAPITAL HOLDINGS LIMITED**  
新百利融資控股有限公司  
(incorporated in the Cayman Islands with limited liability)  
(Stock code: 8439)  
(the “Company”)

**REMUNERATION COMMITTEE – TERMS OF REFERENCE**

Approved by the board of directors of the Company (the “Board”) on 9 March 2017

**1. Membership**

- 1.1 The remuneration committee (the “Committee”) shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members.
- 1.2 The majority of the Committee members should be independent non-executive directors of the Company.
- 1.3 The chairman of the Committee must be an independent non-executive director.
- 1.4 The quorum of the Committee meeting shall be two members.
- 1.5 A member who wishes to retire or resign from the Committee should provide notice to the Company so that a replacement may be appointed before he leaves.

**2. Casting vote**

- 2.1 In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

**3. Authority**

The authorities of the Committee are: -

- 3.1 to investigate any activity within these terms of reference and to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee and shall be provided with sufficient resources to discharge its duties; and
- 3.2 to obtain outside legal or other independent professional advice and to secure the attendance of professional persons with relevant experience and expertise if it considers this necessary.

**4. Duties, Powers and Discretion**

The duties, powers and discretion of the Committee are:-

- 4.1 to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration, of which a significant portion of executive director's remuneration should link rewards to corporate and individual performance, and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 4.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 4.3 to determine with delegated responsibility the remuneration packages of individual executive directors and senior management.

This should include benefits-in-kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- 4.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 4.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- 4.6 to 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;
- 4.7 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;
- 4.8 to ensure that no director or any of his associates is involved in deciding his own remuneration;
- 4.9 to advise the Company to disclose details of any remuneration payable to members of senior management by band in its annual reports;
- 4.10 to advise the shareholders of the Company with respect to any service contracts of directors that require shareholders' approval under the GEM Listing Rules; and
- 4.11 to consider other topics as defined by the Board.

## **5. Powers of the Board**

- 5.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke these Terms of Reference and/or any resolution passed by the Committee provided that no amendments to or revocation of these terms of reference and/or any resolution passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if these Terms of Reference or resolution had not been amended or revoked.

## **6. Administration**

- 6.1 The Committee shall hold at least one meeting each financial year. The meeting may be held by means of a conference telephone or other communication facility.
- 6.2 The meetings and proceedings are governed by the provisions contained in the Company's articles of association for regulating the meetings and proceedings of directors.
- 6.3 An agenda and accompanying papers shall be sent in full to all members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as agreed by its members).
- 6.4 The company secretary of the Company (the "Company Secretary") shall be the secretary of the Committee.

## **7. Reporting**

- 7.1 The Committee shall report to the Board on its decisions or recommendations on a regular basis.
- 7.2 The Company Secretary shall keep full minutes of all meetings of the Committee and circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board.
- 7.3 The Committee shall consult the chairman and/or the chief executive about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary.
- 7.4 The chairman of the Committee should attend the annual general meeting. In his absence, he should invite another member of the Committee or failing this his duty appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

## **8. Disclosure**

- 8.1 The Committee shall make available on the website of the Growth Enterprise Market operated by the Stock Exchange of Hong Kong Limited and the Company's website the terms of reference and explain the role of the Committee and the authority delegated to it by the Board.