

SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

Approved by the board of directors on 3 October 2014

Adopted pursuant to the Corporate Governance Code (formerly known as the Code on Corporate Governance Practices) set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange” and “Listing Rules” respectively) effective on 1 January 2005 and amended from time to time.

1. Establishment

- 1.1 The Remuneration Committee (“Committee”) is established by the board of directors (“Board”) of the Company to replace the Remuneration and Nomination Committee of the Company established on 27 March 2012.
- 1.2 Subject to the Listing Rules and the Articles of Association of the Company, the composition, duties, meetings and proceedings of the Committee shall be regulated by the provisions of this set of terms of reference.

2. Membership

- 2.1 The Committee members shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members.
- 2.2 The majority of the Committee members should be independent non-executive directors of the Company and the chairman of the Committee shall be appointed by the Board and should be an independent non-executive director of the Company.
- 2.3 A member who wishes to retire or resign from the Committee should give notice to the Company so that a replacement may be appointed before he leaves.

3. Principal Duties

The responsibilities of the Committee are:-

- 3.1 to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's (if any) remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 3.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 3.3 to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management (if any). This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 3.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 3.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its group;
- 3.6 to review and approve compensation payable to executive directors and senior management (if any) for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and otherwise fair and not excessive;
- 3.7 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; and
- 3.8 to ensure that no director or any of his associates is involved in deciding his own remuneration.

4. Meetings and Administration

4.1 The quorum of the Committee meeting shall be two members.

4.2 The Company Secretary or his delegate shall act as the Committee's secretary.

4.3 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.

5. Reporting Procedures

The Committee shall report to the Board on its decisions or recommendations on a regular basis.

6. Disclosure

The Committee shall make available on the websites of the Stock Exchange and the Company its terms of reference and explain the role of the Committee and the authority delegated to it by the Board.