



# SUCCESS

## SUCCESS UNIVERSE GROUP LIMITED

### 實德環球有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00487)**

### **Terms of Reference for Remuneration Committee**

#### ***Constitution***

1. The board of directors (the “Board”) of Success Universe Group Limited (the “Company”) resolved to establish a committee of the Board to be known as the Remuneration Committee.

#### ***Objective and Role***

2. The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policy, and for overseeing the remuneration packages of the Company’s directors (“Director(s)”) and senior management (“Senior Management”).
3. The Remuneration Committee is responsible for providing effective oversight and administration of the Company’s share option scheme(s) and any other share incentive schemes or other equity based schemes.

#### ***Membership***

4. The Remuneration Committee shall consist of all independent and/or non-executive Directors appointed by the Board from time to time and an executive Director. The majority of the Remuneration Committee members shall be independent non-executive Directors.
5. The chairman of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive Director.

#### ***Secretary***

6. The company secretary of the Company shall be the secretary of the Remuneration Committee.

#### ***Meetings***

7. Remuneration Committee meeting shall be held at least once a year and at such other times as the Remuneration Committee determines appropriate.
8. The quorum for a meeting of the Remuneration Committee shall be two members.
9. The Remuneration Committee may invite the chairman of the Board, any Director, Senior Management or other individual to attend meetings as it considers appropriate.

10. The meetings and proceedings of the Remuneration Committee shall be governed by bye-law 121 of the Bye-laws of the Company.
11. Full minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee.

#### ***Authority***

12. The Remuneration Committee is authorized by the Board to perform the duties within these Terms of Reference and to seek any information it requires from any director or employee of the Company and its subsidiaries (collectively the “Group”) in order to perform its duties.
13. The Remuneration Committee shall consult the chairman of the Board and/or the deputy chairman of the Board about their remuneration proposals for other executive Directors.
14. The Remuneration Committee is authorized by the Board to seek independent professional advice (if necessary) from outside consultants or advisers whose fees and expenses shall be borne by the Company.
15. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

#### ***Duties***

16. The Remuneration Committee shall have the following duties:-
  - (a) to make recommendations to the Board on the Company’s policy and structure for all Directors’ and Senior Management’s remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
  - (b) to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
  - (c) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and Senior Management. This should include salaries, allowances, benefits in kind, pension rights, incentives and compensation payments, including any compensation payable for loss or termination of their office or appointment;
  - (d) to make recommendations to the Board on the remuneration of non-executive Directors;
  - (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
  - (f) 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;
  - (g) 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;
  - (h) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;

- (i) to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the relevant provision of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules");
- (j) to consider the annual performance bonus for executive Directors and Senior Management, having regard to their achievements against the performance criteria and by reference to market norms, and make recommendation to the Board; and
- (k) to administer the Company's share option scheme(s) in accordance with the terms of such scheme(s).

#### ***Reporting procedures***

- 17. The Remuneration Committee shall report to the Board on any decision and recommendation made by it, either orally or in writing, at the subsequent regular meeting of the Board or at other times or occasions where necessary.
- 18. The secretary of the Remuneration Committee shall send the draft and final versions of minutes of meetings to all members of the Remuneration Committee for their comment and records respectively.
- 19. The secretary of the Remuneration Committee shall circulate the minutes of meetings and reports of the Remuneration Committee to all members of the Board.

#### ***Revision of Terms of Reference***

- 20. These Terms of Reference shall be reviewed and, when necessary, can be revised by the Board from time to time.

#### **Notes**

"Senior Management" should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 of the Listing Rules.

In the event of any inconsistency, the English text of these terms of reference shall prevail over the Chinese text thereof.

Revised on 30 March 2012