



OPES ASIA DEVELOPMENT LIMITED

華保亞洲發展有限公司*

(Continued into Bermuda with limited liability)

(Stock Code: 810)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. MEMBERSHIP

- 1.1 Members of the Remuneration Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of the Company.
- 1.2 The existing Committee consists of a minimum of two Independent Non-executive directors and one Executive director.

2. CHAIRMAN

- 2.1 The chairman of the Committee shall be appointed by the Board and must be an Independent Non-executive director.

3. SECRETARY

- 3.1 The secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Committee. The Company Secretary or, in his/her absence, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

4. PROCEEDINGS OF THE COMMITTEE MEETINGS

4.1 Quorum and Voting

- 4.1.1 The quorum for meetings of the Committee shall be any two members, at least one of whom shall be an independent non-executive director.
- 4.1.2 Questions arising at meetings of the Committee shall be determined by a majority of votes.

4.2 Frequency of meetings

- 4.2.1 The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

4.3 Attendance at meetings

- 4.3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 4.3.2 Where appropriate or required, other directors, representative(s) of human resources department, relevant senior management and persons(s) invited by a Committee member may attend meetings of the Committee.

4.4 Notice of meetings

- 4.4.1 A meeting of the Committee may be convened by any of its members or by the Company Secretary.
- 4.4.2 Unless otherwise agreed by all the members of the Committee, notice of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
- 4.4.3 Agenda and accompanying supporting papers shall be sent, in full, to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

- 4.5.1 The secretary of a Committee meeting shall record in sufficient detail the matters considered by the Committee and decisions reached.
- 4.5.2 Draft version of minutes of a Committee meeting shall be sent to all Committee members for their comment within a reasonable time after the meeting is held. Final version of the minutes shall be sent to all members of the Board as soon as practicable.
- 4.5.3 Minutes of meetings of the Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

- 4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

5. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE

- 5.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).
- 5.2 The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 5.3 The Committee should consult the Chairman of the Board and/or Chief Executive Officer about their remuneration proposals for other executive directors.
- 5.4 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
- (a) To make recommendations to the Board on the Company’s policy and structure for all directors’ and senior management 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) Either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (ii) to make recommendations to the Board on 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.
 - (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.

5.5 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice, if necessary, at the expense of the Company.

5.6 All members of the Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

6. REPORTING RESPONSIBILITIES

6.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

* For identification purpose only