



KONG SUN HOLDINGS LIMITED

江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 295)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE (the “Committee”)

1. Membership

- 1.1 The members of the Committee shall be appointed by the board of directors of the Company (the “Board”) and must consist of a minimum of three members (the “Member(s)”).
- 1.2 The majority of the Members shall be independent non-executive directors.
- 1.3 The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.
- 1.4 The company secretary of the Company shall be the secretary of the Committee (the “Secretary”).
- 1.5 The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
- 1.6 The appointment of the Members may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Member shall be automatically revoked if such Member ceases to be a member of the Board.

2. Meetings

- 2.1 The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 Notice of any meetings has to be given a reasonable time prior to any such meeting being held, unless all Members unanimously waive such notice. Notice shall be given to each Member in person orally or in writing or by telephone or by email or by facsimile transmission. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 2.3 The quorum of the Committee meeting shall be any two Members.
- 2.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 2.5 Resolutions of the Committee at any meeting shall be passed by a majority of the Members present.
- 2.6 A resolution in writing signed by all 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.
- 2.7 Minutes of the Committee shall be kept by the Secretary. Draft and final version of minutes shall be circulated to all Members for their comment and records within a reasonable period of time after the meeting. Such minutes shall be open for directors' inspection.

3. Authority

- 3.1 The Committee should consult the chairman/or chief executive about their remuneration proposals for other executive directors and have access to independent professional advice if necessary.
- 3.2 The Committee shall be provided with sufficient resources to perform its duties.

4. Responsibility, powers and discretion

- 4.1 The Committee shall have the following responsibilities, powers and discretion:
- (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) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. These includes benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - (d) 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 otherwise fair and not excessive;

- (g) to review and approve compensation arrangement relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate; and
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration.

5. Reporting Responsibilities

- 5.1 The Secretary shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all directors of the Company.

6. Power of the Board

- 6.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (including the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

7. Publication of the terms of reference of the Committee

- 7.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.