

**CHONG HING BANK LIMITED**  
**(the “Bank”)**  
**Terms of Reference of the Remuneration Committee**

**1. Constitution**

The Remuneration Committee (the “Committee”) was established by resolutions of the Board of Directors of the Bank (the “Board”) on 2 February 2005.

**2. Membership**

Chairman and members of the Committee shall be appointed by the Board from time to time and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.

**3. Secretary**

The Head of Human Resources Division of the Bank shall be the secretary to the Committee. The Company Secretary of the Bank or his / her deputy shall be the deputy secretary to the Committee.

**4. Attendance at Meetings**

4.1 The Committee may invite executive or any person who is responsible for risk control function to present reports on the implications of the remuneration policy on risk and risk management and to validate and assess risk adjustment data.

4.2 The Committee may invite any persons (including Directors, Senior Management and external advisers) to attend all or part of the Committee meetings from time to time upon such conditions as the Committee members consider desirable. However, only the Committee members shall be entitled to vote at the Committee meetings.

**5. Frequency of Meetings and Quorum**

5.1 The Committee shall meet no less than twice a year and at such other times as the Chairman of the Committee may determine.

5.2 The quorum for meetings of the Committee shall be two members, one of whom should be the Chairman of the Committee, unless he or she is unable to attend due to exceptional circumstances, an independent non-executive director.

**6. Proceedings of Meetings**

6.1 Meetings and proceedings of the Committee shall be governed by the provisions for regulating the meetings and proceedings of the Board as stipulated in the Bank’s Articles of Association for the time being in force so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board.

6.2 Questions arising at any meetings of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

6.3 A written resolution signed by a majority of the Committee members shall be as valid and effectual as a resolution passed at a meeting of the Committee duly convened and held.

## **7. Annual General Meeting**

The Chairman of the Committee shall attend the annual general meeting of the Bank and be prepared to respond to any shareholders' questions on the Committee's decisions or recommendations or in his / her absence, another member of the Committee, or failing this, his / her duly appointed delegate.

## **8. Authority**

8.1 The Committee is authorized by the Board to consider all remuneration matters below for the Bank and its subsidiaries (the "Bank Group").

8.2 The Committee may obtain professional advice from external consultants to assist and / or advise the Committee on all aspects of remuneration as it considers necessary.

## **9. Duties and Responsibilities**

The Committee shall have the following duties, responsibilities and discretion:

- 9.1 to make recommendations to the Board on the remuneration policy, structure and practices of the Bank Group, including the terms of bonus plans, share plans, if any, other long-term incentive plans and the individual remuneration packages (the "Remuneration Policy") for Directors, Senior Management, Key Personnel, Risk Control Personnel and Groups of employees (as specified in the Remuneration Policy, as amended from time to time) and all employees of the Bank Group and to formulate a formal and transparent procedure for developing policy on such remuneration as the Committee may consider appropriate.
- 9.2 to periodically review the adequacy and effectiveness of the Remuneration Policy of the Bank Group in the context of consistent and effective risk management.
- 9.3 to review and make recommendations to the Board on the remuneration packages of Directors, Senior Management and Key Personnel of the Bank Group by reference to its corporate goals and objectives resolved by the Board from time to time; and to evaluate those compensation arrangements and practices which are paid for potential future revenues whose timing and likelihood remain uncertain (if any). In doing so, when exercising its discretion over the performance-based remuneration, the Committee should consider relevant qualitative and quantitative factors (e.g. risks controls, compliance, the Bank Group's financial condition and future prospect) and salaries paid by comparable companies, employment conditions, time commitment and responsibilities of the Directors, Senior Management and Key Personnel.
- 9.4 to review proposals or policies for new or amended severance for the Bank Group, and to ensure that any severance pay, which is in addition to the prevailing legal requirements, shall be related to performance achieved over time and designed in a way that does not reward failure.
- 9.5 to ensure an annual review (independent of management) of the Bank Group's remuneration system and its operation, including an assessment of consistency with any prevailing guideline and the result of the annual review will be submitted to the Hong Kong Monetary Authority ("HKMA").
- 9.6 to review and approve any statements required by the Bank Group's regulators from the Committee on the Remuneration Policy from time to time.
- 9.7 to consult the Chairman of the Board about the remuneration proposals for executive directors .

- 9.8 to seek advice from other Board committees and the employees who are responsible for risk control functions, as appropriate, on the alignment of risk appetite with performance objectives set in the context of incentive packages, if any, and on whether any adjustments for risk need to be applied when considering performance objectives or actual performance. In the event of any difference of view, appropriate risk adjustments should be decided by the Board.
- 9.9 to review and make recommendations to the Board on the compensation payable to Directors, Senior Management and Key Personnel in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that such compensation payment shall be fair and not excessive for the Bank Group, and is consistent with the spirit and principle of the Guideline and other relevant regulatory requirements that may evolve over time.
- 9.10 to ensure that no Director, Senior Management, Key Personnel, Risk Control Personnel or any of his / her associates is involved in deciding his / her own remuneration.
- 9.11 to review and endorse the content of the Remuneration Report (if any) in the annual report and accounts for submission to the Board as a whole.
- 9.12 to review regularly the Committee's own effectiveness and terms of reference and recommend to the Board any necessary changes.

## **10. Reporting Procedures**

- 10.1 Minutes of the Committee meetings shall be circulated to the Board at regular Board meetings. Minutes of the Committee meetings should be kept by the Company Secretary. Within a reasonable time after the Committee meetings, draft and final version of minutes of such meetings should be sent to all Committee members for their comment and records respectively.
- 10.2 The Committee should report any material issues in relation to the Bank Group's remuneration system to the Board on a regular basis.
- 10.3 The Bank shall disclose to the HKMA any information as required pursuant to any guidelines or rules imposed by the HKMA from time to time as applicable to the Remuneration Policy and practices of the Bank Group.

### **Notes:**

1. "Directors" refers to executive directors and non-executive directors (including independent non-executive directors) of the Bank Group.
2. "Senior Management and Key Personnel" and "Risk Control Personnel" refer to those defined by the Remuneration Policy of the Bank.
3. "remuneration packages" include fixed remuneration, variable remuneration, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of office or appointment.
4. "Guideline" means the Supervisory Policy Manual CG-5 "Guideline on a Sound Remuneration System" (version 2) issued by the HKMA on 12 March 2015.
5. "associates" means those referred to in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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