

## **COMPUTIME GROUP LIMITED**

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

#### **Purpose**

1. The main function of the Remuneration Committee is to assist the board of directors (the "Board") of Computime Group Limited (the "Company") in determining the policy and structure for the remuneration of directors and senior management, evaluating the performance of directors and senior management, reviewing incentive schemes and directors' service contracts, fixing the remuneration packages for all directors and senior management and other remuneration related matters.

#### **Composition**

2. The Remuneration Committee members shall be appointed by the Board from time to time and shall consist of not less than three non-executive directors. A majority of the members of the Remuneration Committee shall be independent non-executive directors who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Board shall appoint one member of the Remuneration Committee as the Chairman.

#### **Meetings**

3. The Remuneration Committee shall meet at least once annually. Additional meetings shall be held if circumstances require. A meeting of the Remuneration Committee may be convened by any of its members or by the secretary of the Company at the request of any of the members of the Remuneration Committee. The quorum for meetings of the Remuneration Committee shall be any two members, at least one of whom shall be an independent non-executive director.
4. The Chairman of the Remuneration Committee (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

#### **Access**

5. The Remuneration Committee shall have full access to management and may invite members of management or others to attend its meetings. The Remuneration Committee should consult the chairman and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive directors.

#### **Reporting Procedures**

6. The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of these Terms of Reference on an annual basis and recommend any proposed changes to the Board.
7. Minutes of meetings of the Remuneration Committee and the record of individual attendance at such meetings shall be prepared by the secretary of the Company which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Remuneration Committee.

#### **Authority**

8. The Remuneration Committee is authorised by the Board to recommend the remuneration payable to directors and members of senior management, the emolument policies and the basis for determining such emoluments. It shall ensure that no director should be involved in deciding his own remuneration.
9. The Remuneration Committee is authorised by the Board to obtain professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

#### **Responsibilities and Duties**

10. The Remuneration Committee shall perform the following duties:-
  - (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management as well as on the establishment of a formal and transparent procedure for developing such remuneration policy;
  - (b) to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment and to make recommendations to the Board of the remuneration of non-executive directors. The Remuneration Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions of the Company and its subsidiaries and the desirability of performance-based remuneration. The Remuneration Committee shall also ensure that the levels of remuneration should be sufficient to attract and retain the directors needed to run the Company successfully but should avoid paying more than is necessary for this purpose;
  - (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
  - (d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;

- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (g) to advise shareholders of the Company on how to vote in respect of any service contract of directors that requires shareholders' approval in accordance with the Listing Rules.