

# RoadShow Holdings Limited

## **Remuneration Committee**

### Terms of Reference

#### **1. Objectives**

The Remuneration Committee is to define and articulate a compensation philosophy/strategy consistent with the strategic objectives of the Company. The Committee shall establish and monitor the remuneration policy of Directors and senior management, covering market positioning, pay mix, and components in order to align with the corporate objectives, and provide an opinion on individual performance and value to the Company.

#### **2. Duties and Responsibilities**

The Remuneration Committee shall have the following responsibilities and powers:

- 2.1 to recommend to the Board on the Company's policy and structure for the remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing such policy on such remuneration;
- 2.2 to assess and review the remuneration packages of all executive directors, including benefits in kind, pension rights, compensation payments, including compensation for loss or termination of their office or appointment, and the remuneration of non-executive directors and make recommendations to the Board. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;
- 2.3 to delegate the authority to the Group Managing Director to determine the remuneration packages of senior management of the Company. The Group Managing Director will report the principal elements of the remuneration packages of senior management to Remuneration Committee for review, assessment and approval;
- 2.4 to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- 2.5 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 according to relevant contractual terms and that such compensation is otherwise fair and not excessive

for the Company;

- 2.6 to review and approve the 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;
- 2.7 to ensure that no director or any of his associates is involved in deciding his own remuneration;
- 2.8 to review and consider proposals from the GMD regarding human resources or related policies and make appropriate recommendation to the Board;
- 2.9 to engage such external professional advisors to assist and/or advise the Remuneration Committee on issues as it considers necessary; and
- 2.10 to address and deal with such other matters as may be delegated by the Board to the Committee.

*Note: "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 to the Listing Rules.*

### **3. Membership**

- 3.1 The Committee shall consist of three or more Non-executive Directors and a majority of the members of the Committee should be Independent Non-executive Directors.
- 3.2 The Board appoints all the members of the Committee and nominates one of the members as the Chairman of the Committee.
- 3.3 The membership of the Committee shall be reviewed by the Board each year.

### **4. Frequency and Proceedings of Committee Meetings**

- 4.1 The Committee shall meet at least once every financial year.
- 4.2 The Chairman of the Committee may convene additional meetings at his/her discretion.
- 4.3 A meeting of the Committee may be convened by the Secretary on request of a member of the Committee. The Secretary shall convene a meeting of the Committee of which notice may be given in writing or by telephone or in such other manner as the Committee may from time to time determine.
- 4.4 The quorum of a meeting shall be two members of the Committee. One of whom must be an Independent Non-executive Director. A meeting shall not proceed in the absence of a quorum.

- 4.5 The Committee may, at its discretion, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

## **5. Authority and Access**

- 5.1 The Committee shall have authority to require the attendance of the external or internal auditors, external consultants, or such members of management as it needs to fulfill its responsibilities. It shall also have authority to require any Company's documents to discharge its duties.
- 5.2 The Committee shall have authority to obtain external professional advice at the Company's expense. The purpose and cost of such requests shall be reported to the Board.
- 5.3 The Committee shall have separate and independent access to the Company's senior management and the management should supply to the Committee with adequate information in a timely manners.
- 5.4 The Committee should be provided with sufficient resources to discharge its duties.
- 5.5 The Company Secretary or a nominee shall act as the Secretary of the Committee and should keep full minutes of the Remuneration Committee meetings. Draft and final version of the Remuneration Committee minutes should be sent to all Remuneration Committee members for their comments and record purpose.

## **6. Reporting**

- 6.1 The Committee's proceedings shall be recorded in minutes which shall be included in the papers prepared for the next Board meeting after each meeting of the Committee.
- 6.2 The Chairman of the Remuneration Committee shall report to the Board as soon as possible after each Committee meeting.

\* *Copy of the Terms of Reference of Remuneration Committee is available upon request is made to the Company Secretary of the Company.*