

**STARLITE HOLDINGS LIMITED**  
**REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

- (a) The Remuneration Committee shall be appointed by the Board of Directors (the “Board”) of Starlite Holdings Limited (the “Company”).
- (b) The majority of the members (the “Members”) of the Remuneration Committee shall be Independent Non-Executive Directors (“INEDs”).
- (c) The Board shall designate an INED as chairman of the Remuneration Committee. The Chairman shall be subject to retirement from chairmanship at least once every two years. The retiring Chairman shall be eligible for re-election.
- (d) The Board may from time to time elect any person to be a Member either to fill a casual vacancy or as an addition to the member of Remuneration Committee.

**2. Secretary**

- (a) The Company Secretary shall be the secretary of the Remuneration Committee or the Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.
- (b) The secretary of the Remuneration Committee shall keep full minutes of the meetings. Draft and final version of the minutes of the meetings should be circulated to all Members of the Committee for their comment and records within a reasonable time after the meeting.

**3. Meetings and proceedings**

- (a) The Remuneration Committee shall meet at least once a year to consider and review the remuneration policies of the Company and make recommendations to the Board.

- (b) Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- (c) The quorum of the Remuneration Committee shall be any two Members.
- (d) Meeting could be held in person, by telephone, electronic or such other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously, and such participation shall constitute presence in person at such meeting.
- (e) Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.
- (f) Only Members of the Remuneration Committee are entitled to vote at the meetings. The Remuneration Committee may request other relevant personnel of the Company and outside advisers with relevant experience and expertise to attend meetings.
- (g) A resolution in writing signed by all the Members of the Remuneration Committee shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.
- (h) Minutes shall be kept by the secretary of the Remuneration Committee and such minutes shall be open for Directors' inspection.

#### **4. Responsibility and Powers**

The Remuneration Committee shall:-

- (a) 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) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

(c) either :-

- (i) determine with delegated responsibility, the remuneration packages of individual Executive Directors and senior management; or
- (ii) 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) make recommendations to the Board on the remuneration of Non-Executive Directors;
- (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) 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) 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) ensure that no Director or any of his associates is involved in deciding his own remuneration;
- (i) advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and
- (j) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

## **5. Authority**

- (a) The Remuneration Committee shall consult the Chairman of the Board and/or Managing Director about their proposals relating to the remuneration of other Executive Directors and senior management.
- (b) The Remuneration Committee is authorized by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.
- (c) The Remuneration Committee is authorized by the Board where necessary to have access to independent professional advice at the Company's expense.
- (d) The Remuneration Committee shall be provided with sufficient resources to perform its duties.

## **6. Reporting Responsibilities**

The Remuneration Committee shall report formally to the Board on its proceedings after each meeting.

## **7. Annual General Meeting**

The Chairman of the Remuneration Committee or another Member of the Remuneration Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

*Adopted on 28th November, 2022*