



BIRMINGHAM SPORTS HOLDINGS LIMITED

伯明翰體育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Revised version adopted on 28 February 2020)

1. CONSTITUTION

- The remuneration committee (the “Remuneration Committee”) of board (the “Board”) of directors (the “Directors”) of Birmingham Sports Holdings Limited (the “Company”) was established pursuant to a resolution passed by the Board at its meeting held on 26 July 2007.

2. MEMBERSHIP

- The members of the Remuneration Committee (the “Member(s)”) shall be appointed by the Board from amongst the Executive Directors and Independent Non-executive Directors. The Remuneration Committee shall consist of three members, a majority of whom should be Independent Non-executive Directors.
- The chairman of the Remuneration Committee (the “Chairman”) shall be appointed by the Board and must be an Independent Non-executive Director.
- If a regular Member is unable to act due to absence, illness or any cause, the Chairman may appoint another Non-executive Director to serve as an alternate Member.

3. SECRETARY

- The Company Secretary of the Company shall be the secretary of the Remuneration Committee (the “Secretary”).

4. ATTENDANCE AT MEETINGS

- Members may attend meetings of the Remuneration Committee either in person, by telephone or through other electronic means of communication or in such other manner as the Members may agree.

5. QUORUM

- The quorum necessary for the transaction of business of the Remuneration Committee shall be two Independent Non-executive Directors of the Remuneration Committee. A duly convened meeting of the Remuneration Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Remuneration Committee.

6. FREQUENCY OF MEETING

- Meetings shall be held at least once a year.

7. NOTICE OF MEETING

- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member, any other person required to attend such meeting, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Member and to other attendees as appropriate, at the same time.

8. AUTHORITY

- The Remuneration Committee should consult the chairman of the Board and/or the chief executive about their remunerations for other Executive Directors. The Remuneration Committee should have access to independent professional advice at the Company's expenses, if necessary.
- The Remuneration Committee is and may, from time to time, seek advice from independent special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices.
- The Remuneration Committee shall be provided with sufficient resources to perform its duties.

9. DUTIES

- The Remuneration Committee shall take full account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
- The duties of the Remuneration Committee shall be:
 - (a) to make recommendations to the Board on the Company's policy and structure for all the Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

- (b) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management;
or
 - (ii) to 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;

- (c) to make recommendations to the Board of the remuneration of Non-executive Directors;
- (d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions in the Company and its subsidiaries;
- (e) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (f) to review and approve the 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) to review and approve compensation arrangements relating to dismissal or removal of the Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no Director or any of his or her associates (as defined in the Listing Rules) is involved in deciding his or her own remuneration;
- (i) to determine the participation of members of the Board who are Executive Directors, members of the executive directorate, and other employees of the Company in any discretionary employee share or other share-based incentive schemes operated by the Company; and
- (j) with respect to any service contracts of Directors (if any) that require shareholders' approval under Rule 13.68 of the Listing Rules, to advise shareholders of the Company (the "Shareholders") (other than Shareholders who are Directors with a material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its shareholders as a whole, and as to how to vote.

- The Chairman shall attend annual general meetings of the Company to respond the Shareholders' questions within the scope of duties of the Remuneration Committee. In the Chairman's absence, another Member, or failing this, his or her duly appointed delegate should attend in his or her place.

10. REPORTING PROCEDURES

- The Remuneration Committee shall promptly report back to the Board all decisions and recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements);
- The Chairman, in consultation with the responsible Director(s) and the Secretary, should be primarily responsible for drawing up and approving the agenda for each Remuneration Committee meeting;
- The Chairman, with the assistance of the Secretary, shall ensure that all Members shall receive sufficient information in a timely manner to enable effective discussion at each Remuneration Committee meeting;
- The Chairman shall, with the assistance of the responsible Director(s), brief all Members on issues arising at each Remuneration Committee meeting. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports to all the Members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports;
- The Secretary shall record minutes of all duly constituted meetings of the Remuneration Committee. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any attendee to such meetings including dissenting views; and
- Members shall cause minutes to be made of all resolutions and proceedings of the Remuneration Committee including the names of all those present and in attendance at meetings of the Remuneration Committee.

This document has been translated into Chinese. In case of discrepancies between the English version and the Chinese version, the English version shall prevail.