

**PEACE MAP HOLDING LIMITED**  
**天下圖控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(the “**Company**”)

(**Stock Code: 402**)

**TERMS OF REFERENCE**  
**OF**  
**REMUNERATION COMMITTEE**

*(current version adopted by the board of directors of the Company on 9 November 2015<sup>1</sup>)*

**1 Membership**

- (a) All members of the remuneration committee (the “**Committee**”) shall be appointed by the board of directors (“**Board**”) and shall consist of not less than three (3) members, a majority of whom should be independent non-executive directors (“**INEDs**”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) from time to time.
- (b) The chairman of the Committee shall be an INED.

**2 Attendance at Meetings**

- (a) The quorum of a meeting of the Committee shall be any two members. Each member shall carry one vote and in case of a tied resolution, the chairman shall have an extra vote to make on deciding a resolution.
- (b) The Committee may, if necessary, invite other advisors to attend the meetings, including but not limited to external professional advisors or consultants to advise its members.
- (c) The company secretary, or its delegate, shall be the secretary of the Committee who shall attend all meetings of the Committee.
- (d) Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall be deemed to be presence at such meeting.

<sup>1</sup> *Previous version was adopted on 25 February 2006.*

### **3 Frequency of Meetings**

Meetings shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that one is necessary. Committee meetings shall be arranged by the secretary of the Committee, or its delegate, upon instruction of the chairman of the Committee.

### **4 Committee's Resolutions**

- (a) Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present.
- (b) A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

### **5 Authorities and Purposes**

- (a) The Committee is authorized by the Board to review, assess, make recommendations, decide, and if otherwise stated, to determine upon, any issue within these terms of reference.
- (b) The Committee should utilise information achieved internally and externally to satisfy itself that base salaries are competitive with current market conditions and that the total remuneration package/benefits are competitive with other companies of a similar size, business nature and scope as the Company.
- (c) The Committee should consult the chairman and/or chief executive about remuneration proposals for other executive directors.
- (d) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to secure attendance of outsiders with the relevant experience and expertise if it considers this necessary.

- (e) No director shall be involved in deciding its own remuneration. Any member shall abstain from voting on resolutions of the Committee in relation to which such conflict of interest exists.
- (f) The Committee is to be provided with sufficient resources to discharge its duties.

## **6 Duties**

The duties of the Committee shall be:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration packages by reference to corporate goals and objectives;
- (c) to determine, with delegated responsibility from the Board, the remuneration packages and overall benefits for individual executive directors and senior management of the Company. The aforesaid packages and benefits shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. Decisions made by the Committee in this respect are final and conclusive;
- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities of the directors and senior management, employment conditions elsewhere in the group;
- (f) 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;
- (g) 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;

- (h) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.
- (i) to cater for the Company to be in a position to offer and maintain competitive and attractive overall benefits to recruit and maintain high quality personnel at the Board level; and
- (j) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

## **7 Reporting Procedures**

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the company secretary shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

## **8 Availability and update of the terms of reference**

- (a) These terms of reference shall be updated and revised as and when necessary in light of changes made to the Listing Rules.
- (b) These terms of reference shall be made available on the Hong Kong Stock Exchange's website and the Company's website.