銀建國際控股集團有限公司

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(Revised on 30 December 2022 and e f ective on 1 January 2023)

Formation

1. The remuneration committee (the "Committee") was formed pursuant to the board resolution of SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED (the "Company") passed on 14 April 2005. The constitution of the Committee shall comply with the requirements of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time.

Composition and Quorum

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors.

Members	:	The Committee shall consist of not less than 2 members.
Quorum	:	2

3. The Chairman of the Committee shall be appointed by the board and should be an independent non-executive director.

4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors.

Authority

5. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

6. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders w

(b) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;

(c) 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 o f ce or appointment;

(d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

(e) to 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;

(f) to 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;