



太陽國際資源有限公司
SUN INTERNATIONAL RESOURCES LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8029)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

Membership

- 1.1 The members of the remuneration committee (the “Committee”) shall be appointed by the board (“the Board”) of directors (the “Director”) of the Sun International Resources Limited (the “Company”).
- 1.2 The majority of members of the Committee shall be independent non-executive Directors.
- 1.3 The Board shall appoint the chairman of the Committee who shall be the chairman of the Board or an independent non-executive Director.
- 1.4 The company secretary (the “Company Secretary”) of the Company shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting and take minutes.

Frequency and proceedings of meetings

- 2.1 The committee shall meet at least once per year. Additional meetings shall be held as and when necessary.
- 2.2 The Chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be at least two members of the Committee.
- 2.4 Meeting could be held in person, by telephone or by video conference. Members of the Committee may participate in a meeting by means of which all persons participating in the meeting are capable of hearing each other.
- 2.5 Unless otherwise agreed by all members of the Committee, notice of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
- 2.6 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

Duties, powers and functions

The Committee shall:

- 3.1 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;
- 3.2 determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or 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;
- 3.3 make recommendations to the Board on the remuneration of non-executive Directors;
- 3.4 consider salaries paid by comparable companies, time commitment and responsibilities; and employment conditions elsewhere in the Group;
- 3.5 review and approve compensation payable to executive Directors and senior management for any loss of termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- 3.6 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;
- 3.7 ensure that no Director or any of his associates is involved in deciding his own remuneration;
- 3.8 review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- 3.9 ensure that the Company shall disclose details of any remuneration payable to the senior management in the annual reports.

Authority

- 4.1 The Committee is authorized by the Board:
 - (i) to consult the chairman of the Board and/or the chief executive about their proposals relating to the remuneration of other executive directors and senior management. The committee should have access to independent professional advice if necessary;
 - (ii) to seek advice from external consultants or advisers whose fees and expenses shall be borne by the Company;
 - (iii) to seek information from the Company regarding the employment terms of the directors and employees of the Group; and
 - (iv) to obtain sufficient resources from the Company to perform its duties.

Reporting Procedures

- 5.1 The Secretary of the Committee shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all Directors of the Company.
- 5.2 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

Terms available

- 6.1 The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange of the Hong Kong Limited's website and the Company's website.

Note: If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.