

**VISTAR HOLDINGS LIMITED**  
熒德控股有限公司  
(the “**Company**”)  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8535)**

**REMUNERATION POLICY**

**1. Purpose**

The Remuneration Committee is mandated to formulate the Group’s remuneration policy for the Board’s approval, and to make recommendations to the Board on the Group’s annual salary adjustment, the annual performance bonus and share award.

**2. Executive Directors and senior management**

The Company’s remuneration policy is built upon the principles of providing equitable and market-competitive remuneration package that support the performance culture and enable the achievement of strategic business goals. The Company’s remuneration policy is, therefore, aiming at being fair and competitive but not excessive.

Remuneration package comprises fixed and variable components benchmarked against companies of comparable business or scale.

**3. Non-executive Directors**

The objective of remunerating Non-executive Directors is to ensure that there is an appropriate and adequate level of remuneration to attract and retain experienced professionals of high-caliber to oversee the Company’s business and development. Their remuneration is reviewed annually with reference to companies of comparable business or scale, and any changes are subject to shareholders’ approval.

Non-executive Directors are not entitled to participate in the share option schemes and the share award scheme operated by the Company, or to receive other fringe benefits provided by the Company.

**4. Transparency and disclosure**

This policy is uploaded to the Company’s website under the Corporate Governance section.

Remuneration of individual Directors is disclosed in the Annual Report of the Group .

20 June 2018