

**MINTH GROUP LIMITED**  
**(“the Company”)**

**TERMS OF REFERENCE AND MODUS OPERANDI**  
**OF**  
**REMUNERATION COMMITTEE**  
**(“the Committee”)**

**Membership**

1. The Committee shall consist of at least three independent non-executive directors of the Company (“Directors”) and comprising a majority of independent non-executive Directors appointed by the board of directors of the Company (“the Board”) from time to time.
2. The Board shall nominate one of the Committee members who is an independent non-executive Director as the chairman of the Committee.
3. The Head of Human Resources Department or a nominee shall act as the Secretary of the Committee.

**Frequency and proceedings of meetings**

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. The chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee.
7. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.
8. Meetings of the Committee may follow the same procedures as those for meetings of the Board under the relevant provisions in the Company’s articles of association, as amended from time to time.

## **Duties, powers and functions**

9. The Committee shall –

- (a) formulate remuneration policy for approval by the Board, which shall take into consideration salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries, and implement the remuneration policy laid down by the Board;
- (b) without prejudice to the generality of the foregoing:
  - (i) 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;
  - (ii) ensure no director or any of his associates is involved in deciding his own remuneration;
  - (iii) determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management. Remuneration packages include benefits in kind, pension rights and compensation payable for loss or termination of their office or appointment;
  - (iv) make recommendations to the Board on the remuneration of non-executive Directors;
  - (v) the Committee should consult the Chairman and/or the chief executive about their remuneration proposals for other executive Directors;
  - (vi) 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;
  - (vii) 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;
  - (viii) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- (ix) ensure remuneration levels are sufficient to attract and retain Directors to run the Company successfully without paying more than necessary;
- (x) engage such independent external professional advisors to assist and/or advise the Committee on issues as it considers necessary;
- (xi) do any such things to enable the Committee to perform its responsibilities and functions conferred on it by the Board; and
- (xii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

### **Reporting Procedures**

10. 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 the findings and recommendations of the Committee to the Board.