



HAITIAN INTERNATIONAL HOLDINGS LIMITED
(the “Company”)

Terms of reference of the Remuneration Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company

1. Constitution, Duties and Powers

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 5 December 2006.
- 1.2 The Committee shall have the following duties and powers:
- (a) to 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;
 - (b) to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
 - (c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - (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 and employment conditions elsewhere in the Company and its subsidiaries (the “**Group**”);
 - (f) 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;
 - (g) 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; and
 - (h) to ensure that no director or any of his associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Listing Rules**”)) is involved in deciding his own remuneration.



1.3 The Committee shall consult the Chairman of the Board and/or the chief executive officer about their remuneration proposals for other executive directors.

1.4 The Committee shall be provided with sufficient resources to perform its duties, including access to independent professional advice if necessary.

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and a majority of such members shall comprise independent non-executive directors.

2.2 The Chairman of the Committee shall be an independent non-executive director.

2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board.

3. Secretary of the Committee

3.1 The Company Secretary of the Company shall act as the secretary of the Committee.

3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Committee.

4. Proceedings of the Committee

4.1 Notice of Meeting:

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven (7) days' notice.

(b) A Committee member may at any time summon a Committee meeting.

(c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the company secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.

(d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

4.2 The quorum of the Committee meeting shall be two members of the Committee.



- 4.3 Other Board members shall also have the right of attendance at the meeting of the Committee. Only members of the Committee can vote in the meeting of the Committee.
- 4.4 Meeting of the Committee can be attended in person or via electronic means including telephone or video conferencing. The members of the Committee can attend the meeting via telephone or any similar communication device such that all persons attending the meeting can hear from such member through such communication device.
- 4.5 Resolution(s) of the Committee shall be passed (i) through voting by a majority of the members attending a meeting of the Committee or (ii) through signing by all members of the Committee.
- 4.6 Full minutes of Committee meeting shall be kept by the secretary of the Committee. The secretary of the Committee shall circulate the draft and final version of minutes of meetings to all members of the Committee for their comments and records within a reasonable time after the meeting.

5. Continuing application of the articles of association of the Company

- 5.1 Any matter in relation to the meetings and proceedings of the Committee not covered by these terms of reference shall be governed by the articles of association of the Company.

6. Powers of the Board

- 6.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee.