



Great Harvest Maeta Group Holdings Limited
榮豐聯合控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 3683)

TERMS OF REFERENCE
OF
REMUNERATION COMMITTEE

(adopted on 13 September 2010 and revised on 29 March 2012)

1. CONSTITUTION

(a) The board (the “**Board**”) of directors of Great Harvest Maeta Group Holdings Limited (the “**Company**”) established the remuneration committee (the “**Committee**”) on 13 September 2010.

2. MEMBERSHIP

The **Committee** shall be appointed by the Board and chaired by an independent non-executive director of the Company (“**INEDs**”). The Committee shall consist of not less than three (3) members, a majority of whom shall be INEDs. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

3. ATTENDANCE AT MEETINGS

- (a) At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee and may attend all the meetings of the Committee, provided that a member shall not be in attendance when his/her own remuneration package/benefits are being discussed.
- (b) The quorum of a meeting of the Committee shall be two (2) members of the Committee and a majority of whom shall be INEDs, provided that he/she shall not be in attendance when his/her own remuneration package/benefits are being discussed.
- (c) The Committee may, if necessary, invite other advisors to attend the meetings of the Committee, including but not limited to lawyers, external professional advisors or consultants to advise its members.
- (d) The company secretary of the Company or his delegate or such other person appointed by the chairman of the Committee shall be the secretary of the Committee (the “**Secretary**”).
- (e) Members of the Committee may participate in a meeting of the Committee by means of a telephone conference or other communications equipment through which all

persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

4. FREQUENCY AND PROCEEDINGS OF MEETINGS

- (a) Meetings shall be held not less than once a year. The chairman of the Committee or any two (2) members of the Committee may request a meeting if he/she/they consider(s) necessary. Meetings of the Committee shall be arranged by the Secretary upon instruction of the chairman of the Committee.
- (b) Unless otherwise agreed by all members of the Committee, a meeting shall only be called with at least seven (7) days' prior notice.

5. COMMITTEE'S RESOLUTIONS

- (a) A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

6. AUTHORITIES AND PURPOSES

- (a) The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.
- (b) The Committee shall utilise information received internally and externally to satisfy itself that base salaries and the total remuneration package/benefits offered by the Company are competitive in the current market condition and compared to other companies of a similar size, business nature and scope as the Company.
- (c) The purpose of the establishment of the Committee is to enable the Company to be more open and objective in the setting of its remuneration in respect of the directors and senior management of the Company.
- (d) The Committee must ensure that the directors and senior management of the Company are fairly rewarded in light of their contribution to the Company and their performance and that they receive appropriate incentive to maintain high standards of performance and to improve their performance and the Company's performance,
- (e) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain legal or other independent professional advice and to secure the attendance of other persons with relevant experience and expertise in the meetings of the Committee if it considers this necessary.
- (f) The proof of authority and terms of reference of the Committee shall be provided upon request from the shareholders and the role of the Committee shall be explained in the corporate governance report in the annual reports of the Company.
- (g) The director's remuneration shall be structured so as to link rewards to corporate and individual performance. Where the Board resolves to approve any remuneration or compensation arrangements with which the Committee disagrees, the Board should

disclose the reasons for its resolution in its next corporate governance report in the annual report of the Company .

- (h) The Committee shall be provided with sufficient resources to perform its duties under the Listing Rules.

7. DUTIES

The duties of the Committee shall be:

- (a) to assess, review and make recommendations once a year or as and when required, to the Board in respect of the remuneration packages and overall benefits for the directors of the Company;
- (b) to make recommendations to the Board in relation to all consultancy agreements and service contracts or any variations, renewals or modifications thereof, entered into between the Company and the directors of the Company or any associate company of any of them;
- (c) to consider what details of the remuneration/benefits of the directors of the Company should be reported in the Company's annual report and accounts in addition to those required by law and how those details should be presented;
- (d) to assess and review the details of any remuneration payable to members of senior management by band in the Company's annual report;
- (e) to be charged with the responsibility of making recommendations to the Board from time to time on the Company's remuneration policy and structure for all remuneration of the directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy and placing such recommendations before the Board concerning the total remuneration and/or benefits granted to the directors and senior management from time to time;
- (f) to make recommendations to the Board on the remuneration packages of individual directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and to make recommendations to the Board regarding the remuneration of INEDs. The Committee shall consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (g) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (h) to review and approve compensation payable to 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;
- (i) 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;

- (j) to ensure that no director or any of his associates is involved in deciding his/her own remuneration;
- (k) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (l) to 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 the Listing Rules or any applicable law.

8. REPORTING PROCEDURES

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the Secretary shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.
- (b) The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting.

9. REVISION OF THE TERMS OF REFERENCE

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.