

SHUN CHEONG HOLDINGS LIMITED
(the “Company”)

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

Membership

1. The Committee shall consist of three members appointed by the board of directors (the “Board”) from time to time, all of whom shall be directors and a majority of the members of the Committee should be independent non-executive directors.
2. The Board shall nominate one of the three members as the chairman of the Committee.
3. The company secretary of the Company 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. Proceedings of meetings of the Committee shall be governed by the provisions of Bye-law 126 of the Bye-laws of the Company.

Duties, powers and functions

9. The Committee shall:
 - (a) review remuneration policy, which shall take into consideration factors such as salaries paid by comparable companies, employment conditions, and responsibilities, and individual performance of the directors and senior management. Performance shall be measured against corporate goals and objectives resolved by the Board from time to time; and implement the remuneration policy laid down by the Board;
 - (b) without prejudice to the generality of the foregoing:
 - (i) review the policy and structure for the remuneration of Directors (including Non-executive Directors) and senior management whilst ensuring no director or any of his associates is involved in deciding his own remuneration;

- (ii) review the remuneration of Directors (including Non-executive Directors) and senior management, including benefits in kind, pension right, compensation payment (including compensation for loss of office or appointment etc);
- (iii) review the compensation arrangements in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct to Executive Directors which shall be fair and not excessive;
- (iv) review the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
- (v) consider the annual performance bonus for Executive Directors and senior management, having regard to their achievements against the performance criteria and by reference to market norms, and make recommendation to the Board;
- (vi) engage such external professional advisors to assist and/or advise the Committee on issues as it considers necessary;
- (vii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (viii) 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.
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Note:

- (a) Senior management shall include such staff as determined by the Committee from time to time.