

SAMLING GLOBAL LIMITED
(Company)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

The board of directors of the Company (**Board**) resolved on August 20, 2006 to establish a committee known as the Remuneration Committee.

2. OBJECTIVES

The Remuneration Committee has been appointed with a view to:

- 2.1 establishing a formal and transparent procedure for setting a policy on remuneration of executive directors and senior management and for fixing the remuneration packages of all directors and senior management; and
- 2.2 ensuring that the levels of remuneration of directors and senior management are commensurate with their qualifications and that such levels of remuneration are sufficient to attract and retain the directors and senior management but not excessive.

3. MEMBERSHIP

- 3.1 The Remuneration Committee shall be appointed by the Board from amongst the directors and shall consist of a majority of independent non-executive directors.
- 3.2 The Chairman shall be an independent non-executive director appointed by the Board and in his absence, members present may elect another independent non-executive director to chair the meeting.
- 3.3 The Company Secretary shall act as Secretary of the Remuneration Committee.

4. PROCEEDINGS

- 4.1 The Remuneration Committee shall meet at least once during each financial year and shall hold such additional meetings as the Chairman shall deem necessary in order to fulfil its duties.
- 4.2 The quorum for a meeting shall be two (2) members including at least one (1) independent non-executive director.
- 4.3 Resolutions of the Remuneration Committee shall be passed by a majority of votes of members present provided that no director should be involved in deciding his own remuneration. In the event that only two (2) members are present, any resolution shall be passed by them unanimously.
- 4.4 Save as specified above, other provisions of the Company's Articles of Association for regulating proceedings of the Board shall apply to the Remuneration Committee, insofar as they are applicable.

5. **AUTHORITY**

- 5.1 The Remuneration Committee shall report directly to the Board and shall, where appropriate, consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the remuneration of other executive directors and senior management unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 5.2 The Remuneration Committee is authorised to obtain external professional advice if it considers necessary.
- 5.3 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.

6. **DUTIES**

The duties of the Remuneration Committee include:

- 6.1 to make recommendations to the Board on the policy and structure of the Company for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- 6.2 to determine the specific remuneration packages of all executive directors and senior management, including, without limitation, base salaries, deferred compensation, stock options and any benefits in kind, pension rights and incentive payments and any compensation payable for loss or termination of their office or appointment, and to make recommendation to the Board on the remuneration of non-executive directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment, responsibilities of the directors and employment conditions elsewhere in the group and in the market and desirability of performance-based remuneration;
- 6.3 to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- 6.4 to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- 6.5 to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- 6.6 to ensure that no director or any of his associates is involved in determining his own remuneration; and
- 6.7 with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to advise shareholders as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its shareholders as a whole and as to how to vote.

7. **PUBLICATION OF THESE TERMS OF REFERENCE**

A copy of these Terms of Reference will be made available to any person without charge upon request and both notice as to such availability and these Terms of Reference shall be posted on the Company's website.