



LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED

百齡國際（控股）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

Membership

1. The remuneration committee of the Company (the “Committee”) shall consist of at least three members appointed by the board of directors of the Company (the “Board”), with the majority of the members being independent non-executive directors of the Company.
2. The chairman of the Committee shall be appointed by the Board who should be an independent non-executive director of the Company.
3. The company secretary of the Company shall be the secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

Frequency and Proceedings of Meetings

4. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of Committee demands.
5. The quorum of a meeting shall be two members of the Committee.

Duties

6. The Committee is to:–
 - (a) make recommendations to the Board on the Company’s policy and structure for all directors’ and senior management’s remuneration;
 - (b) to review and determine performance-based remuneration by reference to corporate goals and objectives resolved by the board from time to time;
 - (c) either:–
 - (i) determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or

- (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

This should, include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) make recommendations to the Board on the remuneration of non-executive directors;
- (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its salaries;
- (f) 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;
- (g) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (i) to make recommendations to the Board on the Company's policy and structure for remuneration of all employees including salaries, incentive schemes and other share option schemes, and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (j) to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions.

Minutes of Meetings

- 7. Minutes of meetings of the Committee shall be sent to all members of the Board to review.

Others

- 8. The terms of reference of the Committee shall be posted both on the Company's website and the website of the Hong Kong Stock Exchange.