



Willie International Holdings Limited

威利國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

(Adopted by the Board on 28 June 2005 and amended on 29 March 2012)

Constitution

1. The Remuneration Committee was formed pursuant to a resolution of the board of directors (“the Board”) of Willie International Holdings Limited (“the Company”) passed on 28 June 2005.

Membership

2. The Remuneration Committee members shall be appointed by the Board. A majority of the Remuneration Committee members must be independent non-executive directors of the Company.
3. The Remuneration Committee shall consist of not less than 3 members.
4. The chairman of the Remuneration Committee shall be appointed by the Board. The Remuneration Committee must be chaired by an independent non-executive director.

Attendance at meeting

5. The company secretary shall be the secretary of the Remuneration Committee. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Remuneration Committee.

Frequency and proceedings of meetings

6. Meetings shall be held not less than once a year. Additional meetings shall be held as the work of the Remuneration Committee demands. In addition, the chairman of the Remuneration Committee may convene additional meetings at his discretion.
7. The quorum of a meeting shall be 2 committee members.
8. The meetings and proceedings of the Remuneration Committee are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

Duties, powers and functions

9. The duties of the Remuneration Committee shall be:

- (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 by 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, including 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 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;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (i) when the occasion arises, to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Listing Rules; and
- (j) to do any such things to enable the Remuneration Committee to discharge its powers and functions conferred on it by the Board.

10. The Remuneration Committee may consult the Chairman of the Board and/or chief executive officer of the Company about their proposals. The Remuneration Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedure

11. The Remuneration Committee is required to report back to the Board on their decisions and recommendations as and when appropriate and at least once annually.