

NagaCorp Ltd. (the “Company”)
Terms of Reference of the Remuneration Committee

Constitution

1. The Remuneration Committee is established as a committee of the board of directors of the Company (the “Board”).

Objectives

2. The Remuneration Committee shall review and develop, for the board’s endorsement, the Company’s policy on remuneration for its Directors (including Executive Directors), members of its Audit Committee and its Senior Management (as defined in paragraph 19 below) by reference to paragraph 16 below.
3. It shall provide a medium of public accountability, which is not controlled by the Company’s management.

Membership

4. The Remuneration Committee shall consist of at least three members comprising a majority of independent non-executive directors.
5. The Chairman of the Remuneration Committee shall be appointed by the Board and shall be an independent non-executive director.
6. A quorum shall be two members.

Frequency of meetings

7. The Remuneration Committee shall meet at least twice a year and at such other times as its Chairman shall require.

Notice of meetings

8. Meetings of the Remuneration Committee shall be called by its Chairman or at request of the members of the Remuneration Committee.
9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Remuneration Committee and any other person required to attend no fewer than three working days prior to the date of the meeting.

Attendance at meetings

10. The Remuneration Committee may request any Director, any member of Senior Management (including the Head of human Resources) or any other individual to attend its meeting.

11. The Company Secretary or her nominee shall be the secretary of the Remuneration Committee.

Authority

12. The Remuneration Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it reasonably requires from any employee in order to perform its duties. All employees are directed to co-operate with any reasonable request made by the Remuneration Committee.
13. The Remuneration Committee is authorized by the Board, at the Company's expense, to appoint legal or other independent professional advisers with relevant experience and expertise (including remuneration consultants) to assist the Remuneration Committee, to secure the attendance of such professional adviser at its meetings if it considers it necessary and to obtain reliable, up-to-date information about remuneration in other companies. The Remuneration Committee shall have full authority to commission any reports or surveys which it considers necessary to help it fulfill its obligations.
14. The Remuneration Committee should be provided with sufficient resources to perform its duties.
15. The Remuneration Committee shall consult the Chairman and/or Chief Executive about their remuneration proposals for other Executive Directors. The remuneration committee should have access to independent professional advice if necessary.

Duties

16. The Remuneration Committee shall have the following specific duties:
 - (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 with 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 relevant 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; and
- (i) to produce an annual report of the Remuneration Committee's remuneration policy which will form part of the Company's Annual Report and Account.

17. In determining the framework or Board policy for the remuneration of the Directors and Senior Management, the Remuneration Committee shall take into account relevant provisions of the "Rules Governing the Listing of Securities on the Stock Exchange of the Hong Kong Limited" and other factors that it deems necessary. The objective of such policy is to ensure that employees of the Company and members of Senior Management in particular, are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company.
18. The Remuneration Committee shall determine, prior to the beginning of each financial year, the details of any performance-related remuneration whether on a Company-wide basis or for Senior Management. Following each financial year the Remuneration Committee shall review the performance against these targets.

Senior Management

19. For the purposes of these terms of reference, Senior Management shall mean employees of officer at the rank of Vice President, Manager or above.

Reporting Procedures

20. The Secretary of the Remuneration Committee shall circulate the minutes of the meetings of the Remuneration Committee to the members of the Remuneration Committee.