

TEXWINCA HOLDINGS LIMITED (the “Company”)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

MEMBERSHIP AND QUORUM

1. The Remuneration Committee (the “Committee”) shall be appointed by the board of directors of the Company (the “Board”) amongst its members and the majority of which shall be independent non-executive directors of the Company. A quorum shall be two (2) members.
2. The chairman of the Committee (the “Chairman”) shall be an independent non-executive director of the Company appointed by the Board.

ATTENDANCE AT MEETINGS

3. At the invitation of the Committee, the chairman of the Board, external advisers and other persons may be invited to attend all or part of any meetings.
4. The Company Secretary of the Company acts as the secretary of the Committee. When the Company Secretary is absent from any meeting of the Committee, members of the Committee shall be entitled to appoint any other person which it deems appropriate to act as the secretary of such meeting of the Committee.

FREQUENCY OF MEETINGS

5. Meeting of the Committee shall be held not less than once a year.

AUTHORITY

6. The Committee shall have access to such information and advice, both from within the Company and externally, as it deems necessary.
7. Upon reasonable request, the Committee members can obtain independent professional advice in appropriate circumstances.

DUTIES

8. The duties of the 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 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. 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) 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; and
- (i) To advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval.

REPORTING PROCEDURES

9. The secretary shall circulate the minutes of meeting of the Committee to all members of the Committee after each meeting.

ATTENDANCE IN ANNUAL GENERAL MEETING

10. The Chairman, or in the absence of the Chairman, another member of the Committee or failing him, his duly appointed delegate, shall attend the annual general meeting of the Company and be available to answer questions at the annual general meeting of the Company.