

Effective on 1st April 2012



ASIA COMMERCIAL HOLDINGS LIMITED

冠亞商業集團有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code : 104

**TERMS OF REFERENCE OF THE
REMUNERATION COMMITTEE**

** For identification purposes only*

ASIA COMMERCIAL HOLDINGS LIMITED
Terms of Reference for Remuneration Committee

Formation

The board of directors (the “**Board**”) of **ASIA COMMERCIAL HOLDINGS LIMITED** (“the Company”) has established a committee of the Board to be known as the Remuneration Committee (the “**Committee**”) before the amendment of the terms of reference effective on 1st April 2012.

Composition and Quorum

The Committee members shall be appointed by the board of directors of the Company amongst the directors of the Company. A majority of the Committee members should be independent non-executive directors.

Members : The Committee shall consist of not less than 3 members.

Quorum : 2

The chairman of the Committee should be independent non-executive director.

The meetings and proceedings are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of directors.

Authority

1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request within the terms of reference made by the Committee.
2. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

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Duties

The duties of the Committee shall be: —

1. 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;
2. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
3. to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management. This shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. 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;
5. 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;
6. to make recommendations to the Board on the remuneration for non-executive directors;
7. to ensure that no director or any of his associates is involved in deciding his own remuneration;
8. to consult the chairman and/or the chief executive about their remuneration proposals for other executive directors and have access to independent professional advice if necessary;

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9. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group; and
10. to consider other topics as defined by the Board.