



AMVIG HOLDINGS LIMITED
澳科控股有限公司*
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2300)

TERMS OF REFERENCE

FOR

REMUNERATION COMMITTEE

Adopted and recommended by the Committee on 14th Aug 2006.

Approved by the Board of directors on 14th Aug 2006

Amended on 29 March 2012

* *For identification purposes only*

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These terms of reference govern the operation of the Remuneration Committee. The Committee shall review and reassess the terms of reference and the effectiveness of the Committee at least annually and shall obtain the approval of the board of directors for any amendments.

Authority

The Remuneration Committee is formed pursuant to the resolutions of the board of directors of AMVIG Holdings Limited (the “Company”) to assist the board in reviewing and determining the remuneration for executive directors, non executive directors and senior management of the Company.

The Committee is authorized by the board to:

- have unrestricted access to management and employees of the Company;
- have sufficient resources to perform its functions;
- investigate any matter, within its terms of reference, brought to its attention, with full access to all books, records, facilities and personnel of the Company, and with such personnel being directed to co-operate with any request made by the Committee; and
- engage independent counsel and other professional advisers as it determines necessary to carry out its duties.

Responsibilities and duties

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 proposal with reference to the board’s corporate goals and objectives;

3. 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;
4. 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; and
5. to do any such things to enable the Committee to discharge its powers and functions conferred on it by the board of directors.

The obligations of the Committee

The obligations of the Committee are as follows:

- (a) either to determine, with delegated responsibility, to the remuneration packages of individual executive directors and senior management; or 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;
- (b) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (c) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (d) to determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
- (e) to consider the annual performance bonus for executive directors, senior management and the general staff, having regard to their achievements against the performance criteria and by reference to market norms, and make recommendation to the board of directors;
- (f) to engage external professional advisers to advise the Committee on issues as the Committee considers necessary;
- (g) to report to the board of directors the findings and recommendations of the Committee at the next meeting of the board of directors following each Committee Meeting; and
- (h) to consult the Chairman of the Company about their proposals relating to the remuneration of other executive directors.

General

1. To report the Committee's operations, decisions and recommendations to the board from

time to time;

2. To ensure that at least a member of the Committee, preferably the Chairman of the Committee, attends the board meetings when presenting the Committee's recommendations;
3. To ensure that the Committee's terms of reference are made available to shareholders and other interested parties, through being posted on the Company's website and the Stock Exchange's website, and being made available on request from the company secretary ;

To consider other projects topics, within its terms of reference, as requested by the board from time to time.

Membership

The Committee will comprise a minimum of three members, a majority of whom will be independent non-executive directors.

An independent non-executive director will be appointed by the board to the position of Chairman of the Committee.

The Committee may invite any other member of the Company's board or management, or any other person, to attend any meeting of the Committee as may, from time to time, be considered desirable to assist the Committee in discharging its responsibilities and duties. For the avoidance of doubt, the invitee shall have no right to vote in respect of any resolution proposed at the Committee's meeting.

The Committee can pass any resolutions by written resolutions signed by all members of the Committee.

Meetings

The Committee will meet as and when required to discharge its responsibilities. All meetings will be called by the secretary of the Committee as directed by the Chairman of the Committee.

In the absence of the Chairman of the Committee, another independent non-executive director will be elected Chairman of that meeting by the members present at the meeting.

Two independent non-executive directors present in person shall represent a quorum for Committee meetings.

Procedures regarding the calling of Committee meetings, advance notice given, and the opportunity for Committee members to include matters on meeting agendas will follow those in place for the board of directors itself, as far as is practicable.

Minutes

Minutes of meetings of the Committee shall be prepared and kept by the company secretary. Draft and final versions of each meeting's minutes will be sent to all Committee members for their comment and records, respectively, in both cases within a reasonable time after the meeting. Once each meeting's minutes have been approved by the Chairman of the Committee, they will be distributed to all members of the board of directors for confirmation at the next board meeting.

Secretary to the Committee

The secretary to the Committee shall be the Chief Financial Officer or such senior management personnel appointed by the Committee.