



## **ASIA ORIENT HOLDINGS LIMITED**

**滙漢控股有限公司 \***

(incorporated in Bermuda with limited liability)

(the “Company”)

(Stock Code : 214)

### **Terms of Reference of the Remuneration Committee**

Adopted by the Board of Directors of the Company (the “Board”) on 29 March 2012

- (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 determine, with delegated responsibility, 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; and
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration and that, as regards the remuneration of a non-executive director who is a member of the remuneration committee, his remuneration should be determined by the other members of the remuneration committee.

Hong Kong, 29 March 2012

*Note: If there is any inconsistency between the English and Chinese Versions of this Terms of Reference, the English version shall prevail.*

*\* for identification purpose only*