

WINTO GROUP (HOLDINGS) LIMITED
(the “Company”)
TERMS OF REFERENCE AND MODUS OPERANDI
OF
REMUNERATION COMMITTEE
(the “Committee”)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors (“**the Board**”) from time to time, the majority of whom shall be independent non-executive directors of the Company under the Rules Governing the Listing of Securities on the Growth Enterprises Market of The Stock Exchange of Hong Kong Limited.
2. The Board shall designate one of the members of the Committee who shall be the chairman of the Board or an independent non-executive director as the Committee’s chairman.
3. The Company Secretary or a nominee shall act as the secretary of the Committee.

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. The chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee.
7. The Committee may, from time to time, invite advisors to the meeting, including but not limited to independent professional advisors or consultants to advise its members.
8. Proceedings of meetings of the Committee shall be governed by the articles of association of the Company (as amended from time to time).

Duties, powers and functions

9. The Committee shall —
 - (a) formulate remuneration policy for the remuneration of all directors and senior management for approval by the Board, which shall take into consideration factors such as salaries paid by comparable companies, employment conditions, and responsibilities, and individual performance of the directors, senior management, and the general staff. Performance shall be measured against corporate goals and objectives resolved by the Board from time to time; and implement the remuneration policy laid down by the Board;
 - (b) consult the chairman of the Board and/or chief executive about its proposals relating to the remuneration of other executive directors.

- (c) without prejudice to the generality of the foregoing:
- (i) establish guidelines for the recruitment of the chief executive and senior management;
 - (ii) recommend to the Board the policy and structure for the remuneration of directors, chief executive and senior management whilst ensuring no director or any of his associates is involved in deciding his own remuneration;
 - (iii) to make recommendations to the board on the remuneration package of 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);
 - (iv) make recommendations to the board on the remuneration of non-executive directors;
 - (v) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (vi) 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;
 - (vii) 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;
 - (viii) to ensure that no director or any of his associates is involved in deciding his own remuneration;
 - (ix) determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
 - (x) 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;
 - (xi) engage such external professional advisors to assist and/or advise the Committee on issues as it considers necessary;
 - (xii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (xiii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by applicable legislation and regulations.

10. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

11. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

Minutes and records

12. Full minutes of the meetings of the Committee should be kept by the secretary of the Committee.
13. Draft and final versions of the minutes of the Committee should be circulated to all member of the Committee for their comment and records respectively within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
14. The secretary of the Committee shall record individual attendance of members of the Committee, on a named basis, at meetings.

Publication of the terms of reference of the Committee

15. The Committee shall make available its terms of reference at the websites of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and the Company.