

CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Formerly known as Brilliance Worldwide Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

Terms of Reference of the Remuneration Committee

The Remuneration Committee

The board of Directors (the “Board”) of CHINA HANYA GROUP HOLDINGS LIMITED (the “Company”) established a committee of the Board known as the Remuneration Committee (the “Committee”), its constitution and duties are set out below:-

(1) Membership

- (a) The members of the Committee shall be appointed by the Board. The Committee shall consist of not less than three members and a majority of which should be the Independent Non-Executive Directors (“INEDs”) of the Company. The constitution of the Committee shall comply with the requirement of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) from time to time.
- (b) The Chairman of the Committee shall be an Independent Non-Executive Director and a member of the Committee appointed by the Board.

(2) Attendance at Meetings

- (a) The quorum of a meeting of the Committee shall be two members, one of which must be INED.
- (b) The Committee may, where appropriate, invite external advisors and/or members of the management of the Company to attend the meetings to advise its members.
- (c) The company secretary of the Company shall be the secretary of the Committee who should attend all meetings of the Committee and shall be responsible to record the minutes of meetings of the Committee.
- (d) Notice of meeting shall be given to all members of the Committee at least 7 days before the date of such meeting. Irrespective of the length of notice being given for any particular meeting, attendance of such particular meeting by a member of the Committee shall be deemed as a waiver of the requisite length of notice by the relevant member.

- (e) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

(3) Frequency of meetings

Meetings of the Committee shall be held not less than once a year. Any member of the Committee may request a meeting if he/she/they consider(s) that one is necessary and upon the receipt of such request, the secretary of the Committee shall convene such a meeting as soon as reasonably practicable and having regard to the convenience of all members with priority given to the INEDs.

(4) The Committee's Resolutions

- (a) Within a reasonable period of time after the meeting, both of the draft and final versions of minutes shall be circulated to all members of the Committee for their comment and records respectively. Full minutes of the meeting should be kept by the secretary of the Committee.
- (b) A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the GEM Listing Rules for a Board or Committee meeting to be held.

(5) Role

The Committee is established to ensure that remuneration arrangements of the Company support the strategic aims of the business and enable the recruitment, motivation and retention of senior executives while complying with the requirements of regulatory and governance bodies, satisfying the expectation of shareholders and remaining consistent with the expectations of the wider employee population.

(6) Authority

- (i) The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorised to seek any information it requires from any employee or executive director and such persons are directed to cooperate with any request made by the Committee.
- (ii) The Committee shall be provided with sufficient resources to discharge its duties. The Committee is authorised by the Board, and at the reasonable expense of the Company, 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.

(7) Duties

The duties of the Committee shall include, but shall not be limited to the following: -

- (i) to make recommendation to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
- (iii) either
 - (a) to determine with delegated responsibility, the remuneration packages of individual executive directors and senior management;
 - or
 - (b) 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;

- (iv) to make recommendations to the board on the remuneration of Non-Executive Directors;
- (v) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group;
- (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; and
- (viii) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

(8) Reporting procedures

The secretary of the committee shall circulate the minutes of meetings of the Committee to all members of the Board. The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

(9) Publication of this Terms of Reference

This Terms of Reference explaining its role and the authority delegated to it by the Board is posted on the HKEx website and the website of the Company.