

Vongroup Limited
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”)

Terms of Reference of the Remuneration Committee
(Adopted on 1 April 2012)

The Remuneration Committee

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

A. Membership

- (a) The members of the Committee shall be appointed by the Board. The Committee shall consist of not less than three members, a majority of which should be Independent Non-Executive Directors (“**INEDs**”, each an “**INED**”) of the Company. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) from time to time.
- (b) The Chairman of the Committee shall be an INED.

B. Attendance at Meetings

- (a) The quorum of a meeting of the Committee shall be two members.
- (b) Members of the Committee may participate in a meeting of the Committee by means of telephone or other communication equipment and participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

C. Authority

- (a) The Committee is authorized by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorized 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.
- (b) The Committee shall be provided with sufficient resources to discharge its duties. The Committee is authorized 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 reasonably considers this necessary.

D. Duties

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

- (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) 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;

- (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.

E. Publication of this Terms of Reference

The Terms of Reference explaining the role and authority delegated to the Committee by the Board are posted on the HKEx website and the website of the Company.