

SUPER STRONG HOLDINGS LIMITED
(the “Company”)

**TERMS OF REFERENCE AND MODUS OPERANDI OF THE
REMUNERATION COMMITTEE**
(the “Committee”)

Organization

1. The board of the directors (the “**Directors**”) of the Company (the “**Board**”) has resolved to set up a remuneration committee (the “**Committee**”).

Objective

2. The main objectives of the Committee are to make recommendations to the Board, on a regular basis, on the Company’s policy and structure for the remuneration of all Directors and senior management of the Company, and on the establishment of a formal and transparent procedure for developing remuneration policy. The Committee is accountable to the Board.

Membership

3. The Committee shall consist of not less than three members (the “**Members**”) appointed by the Board from time to time. A majority of the Members of the Committee shall be independent non-executive Directors.
4. The chairman of the Committee shall be appointed by the Board, and shall be an independent non-executive Director.
5. If any Member ceases to be a Director, he shall cease to be a Member automatically. The vacancy shall, thereafter, be filled by the appointment of a new Member by the Board.

Secretary

6. The secretary of the Committee shall be appointed by the Board. Save as otherwise appointed, the secretary of the Company shall be the secretary of the Committee.

Duties, powers and functions

7. The duties of the Committee are as follows:-
 - a. to consult the chairman of the Board and/or chief executive about their remuneration proposals for other executive Directors. The Committee shall have access to independent professional advice if necessary;
 - b. to make recommendations to the Board on the Company’s policy and structure for remuneration of all Directors and senior management of the Company, and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - c. to review and approve the management’s remuneration proposals with

reference to the Board's corporate goals and objectives;

- d. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - e. to make recommendations to the Board on the remuneration of non-executive Directors;
 - f. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
 - g. 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;
 - h. 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
 - i. to ensure that no Director or any of his associates is involved in deciding his own remuneration.
8. The Committee shall be provided with sufficient resources to perform its duties.

Meetings of the Committee

Number of meetings

9. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands. The chairman of the Committee shall be entitled to convene additional meetings at his discretion.

Quorum

10. The quorum of a meeting shall be more than one-half of the Members, and, in any event, not less than two Members.

Conduct of the meetings

11. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

Invitations

12. The Committee shall be entitled to invite any executive Directors, external advisers or other individuals to attend the meetings, but such executive Directors, advisers or individuals shall not be entitled to vote at the meetings.

Minutes of the meetings

13. Minutes of the Committee meetings shall be kept by the secretary to the Committee, and shall be open for inspection at any reasonable time on reasonable notice by any Director. The minutes shall record, in sufficient detail, the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of the minutes of the meetings shall be sent to all Members for their comment and records within a reasonable time after the meetings.

Reporting Procedures

14. 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.

Interpretation

15. Interpretation of these terms of reference shall belong to the Board.

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