



MANTA HOLDINGS COMPANY LIMITED

敏達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 936)

(“the Company”, together with its subsidiaries, the “Group”)

Terms of Reference of Remuneration Committee

Adoption Date: 25 June 2010

Revised Date : 27 March 2012

1. Constitution

1.1 The board (the “Board”) of directors (“Directors”) of the Company resolved to establish a remuneration committee (“Remuneration Committee”) on 25 June 2010.

2. Membership

2.1 Members of the Committee (the “Members”) shall be appointed by the Board. From amongst the Directors and the Committee shall be made up of at least three Members, a majority of whom should be independent non-executive Directors.

2.2 Only the Members have the right to attend the Committee meetings. Other executives of the Group may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 The appointment of the Members may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.

2.4 Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the Board.

2.5 The Board shall appoint the Committee chairman (the “Committee Chairman”) who should be an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their numbers to chair the meeting.

3. Secretary

3.1 The company secretary of the Company shall act as the secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two Members and a majority of whom shall be the independent non-executive Directors. If only two Members are present in any Committee meeting, at least one Member must be an independent non-executive Director.
- 4.2 Any Member who has an interest in any matters being reviewed or considered by the Committee shall abstain from voting on the matter.

5. Frequency of Meetings

- 5.1 The Committee shall meet at least once a year and at such other times as the Committee Chairman shall require.

6. Notice of Meetings

- 6.1 Committee meetings shall be convened by the Committee Chairman.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member and any other person required to attend at least 7 days before the date of the meeting. Supporting papers shall be sent in full to the Members and to other attendees as appropriate at least 3 clear days in advance of the meeting.
- 6.3 Any Member may request for meetings by giving to the Committee Chairman of not less than fourteen days' notice in writing.

7. Minutes of Meetings

- 7.1 Full minutes of the Committee meetings shall be kept by the secretary of the Committee.
- 7.2 Draft and final versions of minutes of the Committee meetings should be sent to the Members for their comment and records respectively, in both cases within a reasonable time after the meeting.
- 7.3 Minutes of the Committee meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by any Member or dissenting views expressed.

8. Duties

8.1 The duties of the Committee shall comprise the following:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to have the delegated responsibility to determine the specific remuneration packages of all 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, and make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors and employment conditions elsewhere in the group;
- (c) to review and approve remuneration of directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time;
- (d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (g) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules");
- (h) to consult the chairman of the Board and/or the chief executive officer of the Company about their proposals relating to the remuneration of other executive directors;

- (i) to ensure proper disclosure of the Director's remuneration in the annual report of the Company in accordance with the accounting principles and the Listing Rules; and
- (j) to address and deal with such other matters as may be delegated by the Board to the Committee.

NOTE: "senior management" in this paragraph should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.

9. Annual General Meeting

9.1 The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholder questions on the Committee's activities and responsibilities.

10. Reporting Responsibilities

10.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities; and

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Authority

11.1 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties; and

11.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

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