

HILONG HOLDING LIMITED

海隆控股有限公司 *

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE FOR REMUNERATION COMMITTEE

(Adopted by the Company pursuant to the Board resolutions passed on 23 March 2012)

Purpose

1. The purpose of the Remuneration Committee is to assist the board of directors (the “**Board**”) of the Company in determining the policy and structure for the remuneration of executive directors, evaluating the performance of executive directors and senior management, reviewing incentive schemes and directors’ service contracts and fixing the remuneration packages for all directors and senior management.

Composition

2. The Remuneration Committee shall be appointed by the Board from time to time and shall consist of not less than three members, a majority of which shall be independent non-executive directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Board shall appoint an independent non-executive director as the chairman (the “**Chairman**”).

Meetings

3. The Remuneration Committee shall meet at least twice annually or more frequently if circumstances require, and shall act by unanimous written consent.
4. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
5. The company secretary of the Company (the “**Company Secretary**”) shall be the

secretary of the Remuneration Committee.

Access

6. The Remuneration Committee shall have full access to management and may invite members of management or others to attend its meetings. The Remuneration Committee shall consult the chairman and/or chief executive of the Company about their remuneration proposals for other executive directors.

Reporting Procedures

7. The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of these Remuneration Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.
8. Minutes of meetings of the Remuneration Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Remuneration Committee.

Authority

9. The Remuneration Committee is authorized by the Board to provide consultation to, and to recommend to the Board, the remuneration payable to executive directors and members of senior management, the emolument policies and the basis for determining such emoluments, subject to the Board's final approval. It shall be provided with sufficient resources to perform its duties and shall ensure that no director should be involved in deciding his/her own remuneration.
10. The Remuneration Committee is authorized by the Board to obtain independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company where necessary.

Responsibilities and Duties

11. The Remuneration Committee shall perform the following duties:
 - (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration as well as a formal and transparent procedure for developing remuneration policies;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- (c) 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 of the Company and its subsidiaries;
- (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, subject to the Board's final approval;
- (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, subject to the Board's final approval; and
- (h) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.

** For identification purposes only*