



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

Terms of reference of Remuneration Committee (“Committee”)

Membership

1. The Committee shall consist of at least two directors with majority of independent non-executive directors appointed by the board of directors (the “**Board**”) of Zhongda International Holdings Limited (the “**Company**”) from time to time.
2. The chairman of the Committee shall be appointed by the Board and should be an independent non-executive director of the Company.

Frequency and proceedings of meeting

3. The Committee shall meet at least once a year. The quorum of the Committee meeting shall be two members.
4. The company secretary of the Company shall be the Secretary of the Committee.
5. Proceedings of meetings of the Committee shall be governed by the bye-laws of the Company.

Authority

6. The Committee shall have access to such external independent professional advisors to assist and/or advise the Committee on any issue it considers necessary.
7. The Committee is to be provided with sufficient resources to discharge its duties within the terms of reference.

Functions

8. The Committee is to:
 - (a) recommend the Board on the Company’s policy and structure for the remuneration of the Board and senior management of the Company, and on the establishment of a formal and transparent procedure for developing the remuneration policy of the Company;

* *For identification purpose only*

- (b) review and approve the proposals for the remuneration packages of executive directors, non-executive directors and senior management of the Company, with reference to the Board's corporate goals and objectives, and recommend the Board to approve such proposals.
- (c) consider the salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (d) review and approve the proposals for the compensation payable to executive directors and senior management of the Company 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, and recommend the Board to approve such proposals;
- (e) review and approve the proposals for the 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 recommend the Board to approve such proposals; and
- (f) ensure that no director or any of his associates is involved in deciding his own remuneration.

Reporting procedures

9. The Secretary of the Committee shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all members of the Board.