



YEEBO (INTERNATIONAL HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

7/F., On Dak Industrial Building,

2-6 Wah Sing Street, Kwai Chung, N.T., H.K.

Tel : 2945 6800 Fax : 2481 0019

YEEBO (INTERNATIONAL HOLDINGS) LIMITED

(the “Company”)

TERMS OF REFERENCE

OF

REMUNERATION COMMITTEE

(the “Remuneration Committee”)

(adopted on 21 March 2012)

Membership

1. The members of the Remuneration Committee shall be appointed by the board of directors (the “Board”) from amongst the directors of the Company from time to time and shall consist of not less than three members.
2. The majority of the Remuneration Committee members must be independent non-executive directors.
3. The Board shall nominate one of the Independent Non-Executive Directors as Chairman of the Remuneration Committee.
4. The company secretary of the Company should be the secretary of the Remuneration Committee.

Frequency and Proceedings of Meetings

5. The Remuneration Committee shall meet at least once every year. Additional meetings may be requested by any member of the Remuneration Committee..
6. The quorum of a meeting shall be two members of the Remuneration Committee.
7. Minutes of each meeting will be taken and an agenda will be circulated with necessary papers for review at least 2 days prior to the date of the meeting.
8. The Remuneration Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

9. The Remuneration Committee shall be provided with sufficient resources to perform its duties.
10. The Remuneration Committee may hold meetings by means of telephone or similar communications equipment through which all persons participating in the meeting are capable of hearing each other.
11. A resolution in writing signed by all members of the Remuneration Committee shall be as valid and effective as if it has been passed at a meeting of the Remuneration Committee duly called and constituted.
12. Proceedings of meetings of the Remuneration Committee shall be governed by the provisions of clause 121 of Bye-Laws of the Company.

Duties, Powers and Functions

13. The duties of the Remuneration Committee shall be:
 - (i) to recommend to the Board on policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.
 - (ii) 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);
 - (iii) to consult the chairman and / or chief executive about their remuneration proposals for other executive directors. The Remuneration Committee members should have access to independent professional advice if necessary;
 - (iv) to make recommendations to the Board on the remuneration of non-executive directors;
 - (v) to review and approve management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (vi) to consider factors such as salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group in determining the remuneration packages of the directors and senior management;
 - (vii) 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;
 - (viii) 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;

- (ix) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (x) to do any such things to enable the Remuneration Committee to discharge its powers and functions conferred on it by the Board; and
- (xi) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Bye-laws of the Company or imposed by legislation.

Reporting Procedure

14. Full minutes of Remuneration Committee meetings should be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records within a reasonable time after the meeting.
15. The Remuneration Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Remuneration Committee, the Chairman of the Remuneration Committee shall report the findings and recommendations of the Remuneration Committee to the Board.