

TRULY INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

(hereafter the “Company”)

REMUNERATION COMMITTEE - TERMS OF REFERENCE

(Effective date of these terms of reference: Adopted by the Board on 26 March 2012)

1. Constitution

The board of directors of the Company (the “Board”) has established a remuneration committee (the “Remuneration Committee”) with the authority, responsibility, and specific duties as described below.

2. Membership

2.1 The members of the Remuneration Committee (the “Members”) shall be appointed by the Board and shall consist of not less than three members.

2.2 The majority of the members of the Remuneration Committee shall be independent non-executive directors (the “INED”).

2.3 The chairman of the Remuneration Committee shall be appointed by the Board and must be an INED.

3. Authority

3.1 The Remuneration Committee is authorized by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Remuneration Committee is authorised by the Board to consult the chairman and/or the chief executive officer of the Company about their remuneration proposals for other executive directors.

3.2 The Remuneration Committee is authorized by the Board to obtain professional advice at the expense of the Company if necessary to perform its duties.

3.3 The Remuneration Committee may, from time to time, seek advice from the special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices.

4. Duties

The duties of the Remuneration Committee include:

- 4.1 to make recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 4.2 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;
- 4.3 to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- 4.4 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 4.5 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;
- 4.6 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; and
- 4.7 to ensure that no director of the Company or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration.

5. Meeting

- 5.1 Meetings of the Remuneration Committee shall be held at least once a year to consider and review the remuneration policies of the Company and make recommendations to the Board.
- 5.2 Meetings of the Remuneration Committee may also be convened at the request of the director of the Company.
- 5.3 Notice of at least 7 days should be given for any meeting, unless such notification is waived by all members of the Remuneration Committee. Notwithstanding the

notification period, the attendance of the member of the committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 7 days after the meeting, then no notification is required for such follow up meeting.

5.4 The quorum necessary for the transaction of business of the Remuneration Committee shall be two members of the Remuneration Committee, one of whom must be an INED.

5.5 The resolution of the Remuneration Committee should be passed by more than half of the Members.

5.6 The resolution passed and signed by all Members is valid, and the validity is same as any resolution passed in the meeting held.

6. Attendance

6.1 At the invitation of the Remuneration Committee, the Chairman of the Board and /or the Chief Executive Officer (if not a member of the Remuneration Committee), external advisers and other persons may attend all or part of any meetings.

6.2 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the remuneration committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

6.3 Only the Members can vote in the meeting.

7. Secretary

7.1 The company secretary of the Company (the “Company Secretary”) shall be the secretary of the Remuneration Committee.

7.2 The Remuneration Committee may from time to time to appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

8. Minutes

Minutes of the Remuneration Committee meetings shall be kept by the Company Secretary. Draft and final versions of minutes of the meetings shall be circulated to all Members for their comments and records respectively, in both within a reasonable time after the meeting. Such minutes shall be opened for Directors’ inspection.

9. Annual General Meeting

The chairman of the Remuneration Committee or (if absent) another member of Remuneration Committee or failing this, his duly appointed delegate, shall attend the Company's annual general meeting, handled the shareholders' enquiry on the activities and responsibilities related to the Remuneration Committee.

Note: If there is any inconsistency between the English and Chinese versions of this term of reference, the English version shall prevail.