

FUTURE BRIGHT HOLDINGS LIMITED

佳景集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 703)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

(Adopted on 15 December 2005 and revised on 12 March 2012)

1 Membership

1.1 Members (öMembersö) of the remuneration committee (öCommitteeö) shall be appointed by the board of directors (öBoardö) of Future Bright Holdings Limited (öCompanyö). The Committee shall be made up of three (3) Members, the majority of whom should be independent non-executive directors of the Company (the öINEDö).

1.2 Appointments to the Committee shall be for a period of up to three (3) years, which may be extended for such period as may be determined by the Board.

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

2 Secretary

2.1 The company secretary shall act as the secretary of the Committee (öSecretaryö).

3 Quorum

3.1 The quorum necessary for the transaction of business shall be two (2) Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

* *For identification purposes only*

4 Meetings

- 4.1 Only Members have the right to attend Committee meetings. However, other individuals such as the chief executive officer, members of the senior management, the head of human resources of the Company and external advisers may be invited to attend for all or part of any meeting as and when appropriate. Only Members are entitled to vote at the meeting.
- 4.2 The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall decide.
- 4.3 Meetings shall be convened by the Secretary at the request of any of its Members.
- 4.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of businesses to be discussed, shall be forwarded to each Member, and any other person required to attend, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, no later than three (3) days before the date of the meeting (or such other period as agreed).

5 Minutes of Meetings

- 5.1 Minutes of Committee meetings should record all the proceedings and resolutions in sufficient details and kept by the Secretary.
- 5.2 Draft and final versions of minutes of Committee meetings shall be sent to all Members for their comment and records respectively within a reasonable time after the Committee meetings are held and, once agreed, to all members of the Board.

6 Annual General Meeting

- 6.1 The chairman of the Committee shall attend the annual general meeting of the Company and prepare to respond to any shareholders' questions on the Committee's activities.

7 Duties

The Committee shall:

- 7.1 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;
- 7.2 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 directors, employment conditions elsewhere in the Company and its subsidiaries (öGroupö) and desirability of performance-based remuneration;
- 7.3 review and approve on performance-based remuneration with reference to corporate goals and objectives resolved by the Board from time to time;
- 7.4 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;
- 7.5 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;
- 7.6 ensure that no director or any of his associates is involved in deciding his own remuneration;

7.7 form a view and advise the shareholders on how to vote with respect to service contracts that require shareholders' approval under the rule 13.68 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules"); and

7.8 consider and make recommendation on any other issues as requested by the Board.

8 Authority

8.1 The Committee is authorized by the Board to seek any information it requires from any employee of the Group and shall be provided with sufficient resources in order to perform its duties.

8.2 In connection with its duties the Committee is authorized by the Board to obtain, at the Company's expense, independent professional advice or other kind of resources, whether it is human or financial, to discharge its duties.

9 Reporting Responsibilities

9.1 The chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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

10 Other

10.1 The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board on Appendix 14 of Listing Rules.

(The English version shall always prevail in case of any inconsistency between English version and its Chinese translation.)