

**AGTECH HOLDINGS LIMITED**  
亞博科技控股有限公司 \*  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 8279)

**Terms of Reference for Remuneration Committee**

**Purpose**

1. The purpose of the Remuneration Committee is to assist the board of directors of AGTech Holdings Limited ("Company") in determining the policy and structure for the remuneration of executive directors of the Company ("Directors"), evaluating the performance of executive Directors, reviewing incentive schemes and Directors' service contracts and fixing the remuneration packages for all Directors.

**Composition**

2. The Remuneration Committee shall be appointed by the board of Directors ("Board") from time to time and shall consist of not less than two non-executive Directors, a majority of which shall be independent non-executive Directors who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The Board shall appoint one member of the Remuneration Committee as the Chairman of such committee.

**Meetings**

3. The Remuneration Committee shall meet at least once 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 or recommendations to the Board.

**Access**

5. The Remuneration Committee shall have full access to management and may invite members of management or others to attend its meetings. The Remuneration Committee will consult the Chairman and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive Directors.

**Reporting Procedures**

6. The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of this Remuneration Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

*\* For identification purposes only*

7. Minutes of meetings of the Remuneration Committee and the record of individual attendance at such meetings shall be prepared by the secretary of the Company which shall be sent to all members of the Remuneration Committee for their comment and records within a reasonable time after the meetings.

### **Authority**

8. The Remuneration Committee is authorised by the Board to obtain independent professional advice and assistance from external legal, accounting or other advisors at the expense of the Company if necessary.
9. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

### **Responsibilities and Duties**

10. 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' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy
  - (b) to review and make recommendations to the Board on the executive Director'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, including 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 make recommendations to the Board on the compensation payable to executive Directors 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;
  - (g) to review and make recommendations to the Board on 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
  - (h) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration.

Adopted on 24 June 2005 and revised on 23 March 2012 and 10 August 2012

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