

MOISELLE
MOISELLE INTERNATIONAL HOLDINGS LIMITED
慕詩國際集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 130)

REMUNERATION COMMITTEE
TERMS OF REFERENCE

The Committee

1. Members and Secretary

- 1.1 The majority of the members (the “**Committee Member(s)**”) of the remuneration committee (the “**Committee**”) of the Company shall be independent non-executive directors of the Company.
- 1.2 The chairman of the Committee shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company.
- 1.3 The company secretary of the Company shall be appointed as secretary (the “**Committee Secretary**”) of the Committee by the Board.
- 1.4 The appointment of additional Committee Members or the determination of the office of any Committee Members or the Committee Secretary shall be allowed only by resolutions passed by the Board and the Committee respectively.

2. Proceedings of meetings

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee requires.
- 2.2 Unless agreed by all the Committee Members present at the meeting (note: not all the Committee Members), the notice period for convening a meeting (the “**Committee Meeting(s)**”) of the Committee shall not be less than seven clear days (including non-working days).
- 2.3 Any of the Committee Members can convene a meeting by giving to the Committee Secretary a notice in writing. Upon receipt of such notice, the Committee Secretary shall notify in writing all other Committee Members about the meeting of the Committee. Any Committee Member can also convene a Committee Meeting by giving a notice in writing directly to all other Committee Members. The Committee Secretary can also convene a Committee Meeting by giving to all Committee Members a notice in writing.

- 2.4 “**Written**” notices referred to above shall include any notices given by way of facsimile and email.
- 2.5 Any of the Committee Members cannot present at a meeting in person, he can join in the discussion of the meeting through telephone calls. Any Committee Members who attend the meeting over the telephone shall be deemed to have been present at the meeting.
- 2.6 The quorum of a meeting shall be not less than two members (excluding the Committee Secretary). The quorum shall be present at the commencement of and throughout (except during breaks) the meeting.
- 2.7 Save for and except with the approval from all the Committee Members, no discussion on issues not set out in the agenda of the meeting shall be allowed in the Committee Meetings.
- 2.8 The Committee may, from time to time, invite advisers to the Committee Meeting, including but not limited to external advisors or consultants to advise on the Committee Members.

3. The powers of the Committee

The Committee shall have the following powers:

- (a) to make recommendations to the Board on the issuer’s policy and structure for all remuneration of Directors and senior management (as defined below);
- (b) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (c) to review and approve the compensation payable to executive Directors and senior management (as defined below) 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;
- (d) 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
- (e) to do all such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

4. The obligations of the Committee

The obligations of the Committee are as follows:

- (a) to have the delegated responsibility from the Board to determine the specific remuneration packages of all executive Directors and senior management (as defined below), 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;
- (b) to ensure that no Director or any of his associates is involved in deciding his own remuneration;
- (c) to determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
- (d) to engage external professional advisers to advise the Committee on issues as the Committee considers necessary;
- (e) to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- (f) to report to the Board the findings and recommendations of the Committee at the next meeting of the Board following each Committee Meeting.

Note: For the purpose of clauses 3 and 4, "senior management" means individual or individuals which are determined by the Board as senior management of the Company, it should include all those same category of persons referred to in the annual report of the Company. Senior management may also include directors of subsidiaries, heads of divisions, departments or other operating units within the Group as, in the opinion of the Directors, is appropriate.