

CONVOY FINANCIAL SERVICES HOLDINGS LIMITED

(the “Company”, and together with its subsidiaries, the “Group”)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE OF THE COMPANY (the “Remuneration Committee”)

The Remuneration Committee of the Company is a committee of the board of directors of the Company (the “Board”) to recommend to the Board the Company’s policy, structure and procedure for remunerating directors and senior management as well as reviewing and approving the actual package and terms of engagement.

MEMBERSHIP

1. The Remuneration Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than two members. A quorum shall be two members.
2. The Chairman of the Remuneration Committee shall be an independent non-executive director appointed by the Board.
3. The majority of the members of the Remuneration Committee shall be independent non-executive directors.
4. The term of appointment shall be three years and shall coincide with the member’s tenure as a director to the Board.
5. Members are eligible for re-appointment subject to the approval by the Board.

MEETINGS

6. The Remuneration Committee may invite to its meetings, or part thereof, any officer or director of the Company or any other person that the Remuneration Committee deems appropriate in order to carry out its responsibilities.
7. The head of human resources department of the Company and the Chief Executive Officer of the Company shall normally attend meetings. Other Board members should also have the right of attendance.

8. The Company Secretary or his/her designate shall be the secretary of the Remuneration Committee.
9. The Remuneration Committee shall meet as necessary to enable it to fulfil its responsibilities and duties as set forth herein or as directed by the Board. But in no event shall the Remuneration Committee meet less than twice a year.
10. The Remuneration Committee may act by unanimous written consent without a meeting.
11. Meetings may also be held telephonically.

AUTHORITY

12. The Remuneration Committee was authorised by the Board to determine the specific remuneration packages of all executive directors and senior management, and any other parties which the Board sees fit.
13. The Remuneration Committee was authorised by the Board to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.
14. The Remuneration Committee was authorised by the Board 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.
15. The Remuneration Committee was authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
16. The Remuneration Committee was authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

DUTIES

17. The duties of the Remuneration Committee shall include the following aspects:
 - 17.1. to recommend to the Board on the policy and structure for all remuneration of directors and senior management by taking into account industry practice, size and performance of the Company as well as responsibility and capability of the directors and senior management;
 - 17.2. to recommend to the Board on the establishment of a formal and transparent procedure for developing remuneration policy based on best practices;
 - 17.3. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - 17.4. to determine, review and approve, with delegated responsibility, the remuneration packages of individual executive directors and senior management, including but not restricted to salaries, benefits in kind, pension rights, performance-based payments, compensation payments such as that payable for loss or termination of their office or appointment and to make recommendations to the Board on the remuneration of non-executive directors including but not restricted to salaries, benefits in kind, pension rights, performance-based payments, compensation payments such as that payable for loss or termination of their office or appointment. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
 - 17.5. where applicable, to determine, review and approve the evaluation criteria and specific measures for all executive directors and senior management for performance-based payment;
 - 17.6. where applicable, to make recommendation to the Board the evaluation criteria and specific measures for all non-executive directors for performance-based payment;

- 17.7. where applicable, to review and approve performance-based remuneration (which should be aligned with creating value for shareholders as well as the strategic goals of the Company and should not be excessive) by reference to corporate goals and objectives resolved by the Board from time to time;
- 17.8. to ensure that there is no conflict of interest and no director or any of his associates shall be involved in deciding his own remuneration or evaluating his own performance;
- 17.9. to ensure that the form of remuneration recommended and implemented is in accordance to the local regulations and shall advise shareholders on how to vote with respect to any service contracts of directors that require shareholders approval under rule 13.68 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- 17.10. to review and approve the 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;
- 17.11. 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; and
- 17.12. to consider other topics such as employee stock option programmes, etc as defined by the Board from time to time.

REPORTING PROCEDURES

18. The secretary shall circulate the minutes of the Remuneration Committee to all members of the Board.
19. The Remuneration Committee shall report to the shareholders through the Company's annual report if the Remuneration Committee considers fit and necessary.

Hong Kong, 29 March 2012