

ROAD KING INFRASTRUCTURE LIMITED (the “Company”)
Terms of Reference of Remuneration Committee (the “Committee”)

Objective

1. The objective of the Committee is to assist the Board of Directors (the “Board”) of the Company in determining the remuneration policy of the Company.

Composition

2. The Committee shall consist of not less than three members appointed from time to time by the Board.
3. The majority of the members shall be independent non-executive directors, each of whom shall meet and maintain the independence requirements published from time to time by The Stock Exchange of Hong Kong Limited, The Securities and Futures Commission of Hong Kong or/and as required by law.
4. The Board shall nominate one member to be the Chairman of the Committee.
5. The Company Secretary or his nominee shall act as the Secretary of the Committee.

Frequency and proceedings of meetings

6. The Committee shall meet at least twice annually. Additional meetings shall be held as the work of the Committee demands.
7. The Chairman of the Committee may convene additional meetings at his discretion.
8. Two of the meetings shall be held in person or by telephone or other means of telecommunication.
9. Except in case of emergencies, all papers for the meeting shall be sent to all Committee members at least three days before the meeting.
10. Three members of the Committee shall form a quorum. The Bye-laws of the Company shall apply to proceedings of meetings of the Committee.
11. The Chairman or, in his absence, a member designated by him shall preside at the meetings of the Committee .

Information

12. The Committee may seek information from management and invite them to attend the meetings of the Committee.

Minutes of meetings

13. The minutes of the Committee meetings shall be prepared by the Secretary and copies shall be sent to all members of the Board.

Reports

14. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report the findings and recommendations of the Committee to the Board.
15. The Committee shall annually produce a report providing the information required by law and/or the Listing Rules and in particular Appendix 23 thereof.

Professional advisors

16. The Committee shall have the authority delegated by the Board to engage such professional advisors to assist and/or advise the Committee as it considers necessary.

Duties

17. The Committee shall carry out the following duties as required by the Board from time to time:
 - (i) to make recommendations to the Board on the Company's policy and structure for all remuneration of executive directors (except the Chairman of the Board) and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The persons subject to this arrangement shall have a grading not lower than Grade 21 of the Company's staff grading system;
 - (ii) to have the delegated responsibility to determine the specific remuneration packages of all executive directors (except the Chairman of the Board) 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 the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;
 - (iii) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

- (iv) to review and approve the compensation payable to executive directors (except the Chairman of the Board) 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;
- (v) 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;
- (vi) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (vii) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under requirements from time to time published by The Stock Exchange of Hong Kong Limited, The Securities and Futures Commission of Hong Kong or/and as required by law; and
- (viii) the Committee shall from time to time evaluate, and assess its duties and terms of reference and recommend any proposed changes to the Board for consideration and approval.