

WONG'S INTERNATIONAL (HOLDINGS) LIMITED
("Company")

TERMS OF REFERENCE OF
ADMINISTRATIVE COMMITTEE

1. Membership

1.1. Members of the Administrative Committee shall be appointed by the Board from amongst the Executive Directors of the Company and shall consist of a minimum of three members.

2. Chairman

2.1. The Chief Executive Officer of the Company shall be the chairman of the Administrative Committee.

3. Secretary

3.1. The Company Secretary or his/her delegate shall be the secretary of the Administrative Committee.

4. Quorum

4.1. The quorum necessary for the transaction of business shall be two members.

4.2. A duly convened meeting of the Administrative 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 Administrative Committee.

5. Frequency of meetings

5.1. The Administrative Committee shall meet as and when necessary.

6. Attendance at meetings

6.1. Members of the Administrative Committee may attend meetings of the Administrative Committee either in person or through other electronic means of communication.

6.2. A resolution signed by all members shall be as valid and effectual as a resolution passed at a meeting of the Administrative Committee duly convened and held and may consist of several documents in like form each signed by one or more members.

7. Notices of meetings

7.1. Meetings of the Administrative Committee shall be summoned by the chairman or secretary of the Administrative Committee or at the request of any of its members. Notice of each meeting shall be forwarded to each member at least one day before the date of the meeting either in person, by post or through other electronic means.

8. Minutes of meetings

- 8.1. The secretary of the Administrative Committee (or his/her delegate) in attendance at the meetings of the Administrative Committee shall minute in sufficient details the proceedings and resolutions of all such meetings.

9. Authority

The Administrative Committee is authorised by the Board: -

- 9.1. to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Administrative Committee; and
- 9.2. in the event that the Administrative Committee or any of its member requires access to independent professional advice in connection with its/his/her duties, to obtain such advice in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.

10. Duties

Save as those matters set out in the "Schedule of Matters Reserved to the Board" (which was adopted by the Board on 20 July 2005), the Administrative Committee shall have all the general powers delegated by the Board to deal with administration and daily operation of the Company and make decision thereon, including (but not limited to) the following matters: -

- 10.1. opening or cancellation of bank accounts and any change of the signing manner thereof;
- 10.2. affixing of the common seal;
- 10.3. issue of new shares of the Company upon exercise of any subscription or conversion rights under the terms of any employee share option scheme, warrants or convertible notes;
- 10.4. appointing authorised representatives or proxies to attend shareholders' meetings of another company of which the Company is a shareholder;
- 10.5. promoting new companies or subsidiaries;
- 10.6. implementation of strategies and policies approved by the Board.

11. Reporting procedures

Minutes of the Administrative Committee meetings shall be kept by the secretary of the Administrative Committee and shall be available for inspection by any member of the Administrative Committee or Director at any reasonable time on reasonable notice.

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