

NATURAL BEAUTY BIO-TECHNOLOGY LIMITED
(the “Company”)

REMUNERATION COMMITTEE CHARTER

(Revised and adopted as of 17 February 2012)

Foreword

- The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has revised its corporate governance requirements to help strengthen the overall standard of corporate governance of Hong Kong issuers. The main changes in the requirements include, among others, a revised Code on corporate governance in a revised Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange.

Principle of the Code on corporate governance

- An issuer should disclose its directors’ remuneration policy and other remuneration related matters.
- The procedure for setting policy on executive directors’ remuneration and remuneration packages should be formal and transparent. Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary.
- No director should be involved in deciding his own remuneration.

Composition, Tenure and Remuneration of Remuneration Committee

Any director may be invited by the board of directors of the Company (the “Board”) to join the remuneration committee of the Company (the “Remuneration Committee”). However, the Remuneration Committee must be chaired by an independent non-executive director (“INED”) and comprised of a majority of INEDs.

LR 3.25

The tenure of a Remuneration Committee member shall be the same tenure as his/her capacity as a director of the Company.

No separate or additional remuneration will be provided for being a member of the Remuneration Committee.

Duties of Remuneration Committee

1. to consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The Remuneration Committee should have access to independent professional advice if necessary.
2. to make recommendations to the Board on the Company’s policy and structure for all directors’ and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

LR A14_B1.1

LR A14_B1.2(a)

3. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; LR A14_B1.2(b)
4. either: LR A14_B1.2(c)
 - a) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - b) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
5. to make recommendations to the Board on the remuneration of non-executive directors; LR A14_B1.2(d)
6. to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries; LR A14_B1.2(e)
7. to review and approve 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; LR A14_B1.2(f)
8. 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 LR A14_B1.2(g)
9. to ensure that no director or any of his associates is involved in deciding his own remuneration¹. LR A14_B1.2(h)

Duties of the Company

The term of reference of the Remuneration Committee explaining its role and the authority delegated to it by the Board is available on the Stock Exchange's website and on the Company website at www.nblife.com/ir. LR A14_B1.3

The Remuneration Committee should be provided with sufficient resources to perform its duties and have access to independent professional advice if necessary. LR A14_B1.4

The Company should disclose details of any remuneration payable to members of senior management by band in their annual reports. LR A14_B1.5

¹ The Remuneration Committee shall advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68, i.e.

An issuer shall obtain the prior approval of its shareholders of the issuer in a general meeting (at which the relevant director and his associates shall not vote on the matter) for any service contract to be granted by the issuer or any of its subsidiaries to any director or proposed director of the issuer or to any director or proposed director of any of its subsidiaries which:

(a) is for a duration that may exceed three years; or
 (b) in order to entitle the issuer to terminate the contract, expressly requires the issuer to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments.