

BEYOND INTERNATIONAL LIMITED

REMUNERATION COMMITTEE CHARTER

1. PURPOSE

1.1 This charter governs the operations of the Remuneration Committee (“**Committee**”) of Beyond International Limited (“**Company**”).

1.2 The purpose of the Committee shall be to:

- (a)** Review and recommend to the Board for approval policies for compensation programs appropriate for the Company;
- (b)** Review and make recommendations to the Board in respect of compensation of senior executive offices and non-executive directors; and
- (c)** Prepare for approval by the Board any report on executive or director remuneration required by any listing rule, legislation, governing body or other regulatory requirement, or proposed for inclusion in the Company’s annual report.

1.3 The Committee is empowered to engage independent counsel and other advisers as it determines necessary to carry out its duties or delegate any of its duties and responsibilities to a subcommittee of the Committee.

2. COMPOSITION

2.1 The Committee shall be comprised of three directors appointed by the Board from time to time, each of whom are non-executive directors.

2.2 The Chairperson of the Committee shall be an independent director, who is not also Chairperson of the board of directors.

3. MEETINGS

3.1 The Committee shall meet as frequently as required, but not less than twice per year.

3.2 A quorum for Committee meetings shall be any two non-executive director Committee members. Any director who is not a Committee member may attend (but not vote at) a meeting of the Committee for discussion on particular areas of interest to that director. The Committee may also invite management or other individuals to attend meetings of the Committee, as they consider appropriate.

3.3 The Committee shall report to the Board on all matters relevant to the Committee’s role and responsibilities. Minutes of Committee meetings shall be included in the papers for the next full board meeting after each Committee meeting.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be:

- (a)** In consultation with senior management, to review and recommend to the Board for approval the Company's general approach to compensation, and oversee the development and implementation of compensation and incentive programs;
- (b)** To review and recommend to the Board for approval goals and objectives relevant to the compensation of the Managing Director, evaluate the performance of the Managing Director in light of those goals and objectives and recommend to the Board the Managing Director's compensation;
- (c)** To review and recommend to the Board for approval the remuneration of senior executives of the Company;
- (d)** To review and recommend to the Board for approval the remuneration of non-executive directors;
- (e)** To approve any statement on the Company's remuneration policy and executive compensation disclosures required by any listing rule, legislation, governing body or other regulatory requirement, or proposed for inclusion in the Company's annual report; and
- (f)** To review its performance and Charter annually to ensure it is operating effectively.