



REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Membership

- 1.1 All Members of the Remuneration Committee shall be appointed by the Board and can be removed by the Board at its sole discretion.
- 1.2 The majority of the Members shall be independent non-executive directors (“INEDs”).
- 1.3 The Board shall appoint the Chairman of the Remuneration Committee who shall be an INED.

2. Secretary

- 2.1 The company secretary shall be the secretary of the Remuneration Committee.
- 2.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

3. Meetings

- 3.1 The Remuneration Committee shall meet at least once a year.
- 3.2 Notice of any meeting has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meeting is not required if adjournment is for less than 14 days.
- 3.3 The Chairman of the Remuneration Committee shall act as chairman of a meeting. In the absence of the Chairman of the Remuneration Committee, the remaining Members present shall elect one of themselves who is an INED to chair the meeting.
- 3.4 The quorum for decisions of the Remuneration Committee shall be any two Members one of whom must be an INED.

- 3.5 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.6 Resolutions of the Remuneration Committee shall be passed by a majority of votes. Only Members of the Remuneration Committee are entitled to vote at the meetings.
- 3.7 A resolution in writing signed by all the Members of the Remuneration Committee shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.
- 3.8 Minutes and resolutions in writing shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, within a reasonable period of time after the meeting. Minutes and resolutions in writing shall be open for directors' inspection.

4. Attendance at Meetings

- 4.1 At the invitation of the Remuneration Committee, the Chairman of the Board and/or Managing Director (not being a Member of the Remuneration Committee), external advisers and other persons may be invited to attend all or part of any meeting.

5. Annual General Meeting

- 5.1 The Chairman of the Remuneration Committee or in his/her absence, another Member of the Remuneration Committee, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

6. Responsibilities, Powers and Discretion

The Remuneration Committee shall have the following responsibilities, powers and discretion:

- 6.1 to make recommendations to the Board on the Company's policy and structure for directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 6.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- 6.3 to determine, with delegated responsibility, the remuneration packages of individual executive directors 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;
- 6.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 6.5 in the determination of remuneration policy and packages, to consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, and employment conditions elsewhere in the Group and in the market;
- 6.6 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;
- 6.7 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;
- 6.8 to ensure that no director or any of his associates is involved in deciding his own remuneration;
- 6.9 to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under rule 13.68 of the Listing Rules; and
- 6.10 to consider and carry out any other matters specifically referred to the Remuneration Committee by the Board.

7. Reporting Responsibilities

- 7.1 The Remuneration Committee shall report to the Board after each meeting, except on matters where there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. Authority

- 8.1 The Remuneration Committee shall consult the Chairman of the Board and/or Managing Director about its remuneration proposals for other executive directors and senior management.
- 8.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.

- 8.3 Any Member of the Remuneration Committee may seek independent professional advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member of the Remuneration Committee.
- 8.4 The Remuneration Committee shall be provided with sufficient resources to perform its duties.

9. Publication of the Terms of Reference

- 9.1 These terms of reference are posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

*Revised: 5th December 2005
1st March 2012*