



**Terms of Reference for the Remuneration Committee
(Effective Date: 11 November 2014)**

薪酬委员会职权范围书
(生效日期: 2014 年 11 月 11 日)

1. Membership 成员

The Remuneration Committee shall be appointed by the board of directors of the Company (the "Directors" and the "Board", respectively) from amongst the Directors of the Company with a majority of Independent Non-Executive Directors. It shall consist of not less than 3 members. 薪酬委员会成员须由董事会从公司的董事中委任，必须以独立非执行董事占大多数。委员会最少须由 3 名成员组成。

The Chairman of the Remuneration Committee shall be appointed by the Board and should be an Independent Non-Executive Director. 薪酬委员会主席由董事会委任，并且应为独立非执行董事。

The Remuneration Committee may appoint from time to time any person with appropriate qualification and/or experience as the Secretary of the Remuneration Committee. 薪酬委员会可以不时委任拥有合适资历及/或经验的人选为薪酬委员会的秘书。

2. Attendance at meetings 出席会议

A quorum shall be 2 members. 会议的法定人数为 2 人。

3. Frequency of meetings 会议次数

Meetings shall be held not less than once a year. 会议次数应不少于每年 1 次。

4. Authority 权力

The Remuneration Committee is authorized by the Board to perform duties within its terms of reference. It is authorized to seek any information it requires from any employee and to consult the Chairman and/or chief executive. All employees are directed to co-operate with any request made by the Remuneration Committee. 董事会授权薪酬委员会按照其职权范



围进行相关职务。薪酬委员会有权向任何雇员索取任何所需资料及向主席及/或行政总裁作出咨询。所有雇员亦获指示与薪酬委员会合作，满足其任何要求。

The Remuneration Committee should be provided with sufficient resources to discharge its duties. The Remuneration Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. 薪酬委员会应获供给充足资源以履行其职务。董事会授权薪酬委员会向外咨询法律或其他独立的专业意见；如有需要，可邀请具备相关经验及专业知识的外界人士出席会议，以履行其职责。

5. Duties 职务

- (a) to make recommendations to the Board on the remuneration policy of all Directors; 就董事薪酬政策的制定，向董事会提出建议；
- (b) to review and approve on the remuneration policy of the Group proposed by the Chief Executive Officer and make recommendations to the Board; 审议行政总裁所提出的集团薪酬政策，并向董事会提出建议；
- (c) to review and approve the management's remuneration and incentive assessment indicators proposals with reference to the Board's corporate goals and objectives; 因应董事会所订企业方针及目标而检讨及批准管理层的薪酬及绩效考核指标建议；
- (d) to propose to the Board on the incentive assessment indicators of Executive Directors and Senior Vice Presidents; make recommendations on their remuneration packages, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; 订立及向董事会建议执行董事及高级副总裁之绩效考核指标，并向董事会建议彼等之薪酬待遇，此应包括非金钱利益、退休金权利及赔偿金额（包括丧失或终止职务或委任的赔偿）；
- (e) to make recommendations to the Board on the remuneration of Non-Executive Directors; 就非执行董事的薪酬向董事会提出建议；
- (f) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group; 考虑同类公司支付的薪酬、须付出的时间及职责以及集团内其他职位的雇用条件；



- (g) to review and approve compensation payable to Executive Directors and Senior Vice Presidents 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; 检讨及批准向执行董事及高级副总裁就其丧失或终止职务或委任而须支付的赔偿，以确保该等赔偿与合约条款一致；若未能与合约条款一致，赔偿亦须公平合理，不致过多；
- (h) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate; 检讨及批准因董事行为失当而解雇或罢免有关董事所涉及的赔偿安排，以确保该等安排与合约条款一致；若未能与合约条款一致，有关赔偿亦须合理适当；
- (i) to ensure that no Director or any of his associates is involved in deciding his own remuneration; 确保任何董事或其任何联系人不得参与厘定他们自己的薪酬；
- (j) to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval; 须向股东建议，如何就任何须取得股东批准的董事服务合约，进行表决；
- (k) to do any such things to enable the Remuneration Committee to discharge its duties conferred on it by the board; and 处理任何事情以执行董事会授予薪酬委员会之职责；及
- (l) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the board or contained in the company's constitution or imposed by legislation and / or rules. 以符合不时按董事会订明、本公司的宪章文件内所列载、法例及/或规则订立之任何要求、方向及规例。



6. Reporting procedures 汇报程序

Full minutes of Remuneration Committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the Remuneration Committee meetings should be sent to all members of the Committee for their comment and records within a reasonable time after the meeting. The secretary shall circulate the minutes of the meetings and reports of the Remuneration Committee to all members of the Board. 薪酬委员会的完整会议纪录应由正式委任的会议秘书保存。薪酬委员会会议纪录的初稿及最后定稿应在会议后一段合理时间内先后发送委员会全体成员，初稿供成员表达意见，最后定稿作其纪录之用。秘书应将薪酬委员会的会议记录及报告向董事会全体成员传阅。