



**CHINA RONGSHENG HEAVY INDUSTRIES GROUP
HOLDINGS LIMITED**

中國熔盛重工集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(the “Company”)

(“公司”)

**TERMS OF REFERENCE
OF THE REMUNERATION COMMITTEE
ADOPTED BY THE BOARD ON 20 MARCH 2012
董事會於 2012 年 3 月 20 日採納的薪酬委員會職權範圍**

**1 Membership
成員**

- (a) The Remuneration Committee (the “Committee”) shall be appointed by the board of directors of the Company (the “Board”) and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company (“INEDs”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as amended from time to time. R 3.25

薪酬委員會（“委員會”）須由董事會從董事中委任。委員會必須由不少於三名成員組成，且委員會的成員必須以公司的獨立非執行董事占過半數。委員會的組成必須遵守不時更新的香港聯合交易所有限公司證券上市規則（“上市規則”）的要求。

- (b) The Chairman of the Committee shall be an INED. R 3.25

委員會的主席必須是獨立非執行董事。

**2 Attendance at Meetings
出席會議**

- (a) At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee and may attend all the meetings of the Committee, provided that a member shall not be involved in deciding his or her own remuneration package or benefits.

在任何時候，委員會成員必須獲通知並被邀請出席委員會的所有會議，惟任何委員不得參與訂定本身的薪酬待遇或利益。

- (b) The quorum of a meeting of the Committee shall be two members of the Committee, of whom at least one shall be an INED. No member shall attend any meeting at which his or her own remuneration package or benefits are being discussed.

委員會會議的法定人數為兩人，其中一人必須為獨立非執行董事，惟任何委員不得參與訂定本身的薪酬待遇或利益。

- (c) The Committee may, if necessary, invite other advisors to attend the meetings of the Committee, including but not limited to external professional advisors or consultants to advise its members.

如需要，委員會可以邀請其他諮詢人出席委員會的會議，為其委員提供意見，當中包括但不限於外聘專業諮詢人或顧問。

- (d) The company secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

公司秘書是委員會的秘書，而他/她必須出席委員會的所有會議。

- (e) Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會成員可以透過電話會議或其他通訊設備參加委員會會議，而透過該設備參與會議的所有人應能聽見對方。根據本條款所述方式參加會議的人士將構成以個人方式參加該會議。

3 Frequency and Proceedings of Meetings **會議的頻密度及程序**

- (a) Meetings of the Committee shall be held not less than once a year. The Chairman of the Committee or any two members of the Committee may request a meeting if they consider it necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.

委員會會議應每年召開不少於 1 次。如委員會的主席或任何兩名委員會成員認為有需要，可以要求召開會議。在收到該要求後，委員會秘書必須在合理、切實和可行的範圍內及方便所有成員的情況下儘快召開有關會議。

- (b) Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least 7 days' prior notice.

除非委員會的所有成員一致同意，否則，會議只能在至少 7 天通知的情況下召開。

4 Committee's Resolutions **委員會的決議**

A resolution in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

經委員會的所有成員簽署的書面決議，有如該決議是於委員會會議上通過，具有同等效力。該決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。該決議可以以傳真或其他電子通訊方式簽署及傳閱。本條文不得違反上市規則任何有關董事會或委員會會議的舉行之規定。

5 Authorities and Purposes **授權及目的**

- (a) The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

委員會已獲董事會授權對本委員會職權範圍中所述的任何事宜作出檢討、評核及提出建議。

- (b) The Committee shall utilise information received internally and externally to satisfy itself that the base salaries and the total remuneration package and benefits offered by the Company are fair, reasonable and competitive in the current market conditions and compared to other companies of a similar size, business nature and scope as the Company.

委員會應使用透過內部及外部取得的資料，從而滿足自己，公司的基本薪酬和公司的總薪酬待遇及利益與現行市場情況以及與其他擁有相似規模、業務性質及範疇的公司比較，是公平、合理及具競爭力的。

- (c) The purpose of the establishment of the Committee is to enable the Company to be more transparent and objective in the setting of its remuneration in respect of the directors and senior management of the Company.

委員會設立的目的是讓公司可以更加公開及客觀地制訂公司董事及高級管理職員的薪酬。

- (d) The Committee must ensure that the directors and senior management of the Company are fairly rewarded in light of their contribution to the Company and their performance and that they receive appropriate incentives to maintain high standards of performance and to improve their performance and the Company's performance.

委員會應按照公司的董事及高級管理職員對公司所作出的貢獻及其表現，確保其獲得公平的報酬及適當的鼓勵，讓他們能保持高水平的表現及改善公司及其本身的表現。

- (e) The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors.

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委員會應就其他執行董事的薪酬建議諮詢主席及／或行政總裁。

- (f) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain legal or other independent professional advice and to secure the attendance of other persons with relevant experience and expertise in the meetings of the Committee if it considers this necessary.

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委員會已獲董事會授權，如委員會認為有需要，可由公司支付合理的費用，向外界尋求法律或其他獨立專業意見及確保有關經驗及專業知識的外界人士出席會議。

- (g) The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the Committee shall be provided upon request and the role and function of the Committee shall be explained in the Corporate Governance Report in the annual reports of the Company.

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委員會應通過將資料登載於聯交所及公司網站上的方式公開其職權範圍，以解釋其角色及董事會轉授予其的權限。委員會的職權範圍必須在提出要求時提供，並在公司年報中的《企業管治報告》中解釋委員會的角色和功能。

- (h) The directors' remuneration shall link rewards to corporate and individual performance. Where the Board resolves to approve any remuneration or compensation arrangements with which the Committee disagrees, the

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Board should disclose the reasons for its resolution in its next Corporate Governance Report.

委員會應在決定董事的薪酬結構時，應與公司及個人表現掛鉤。假如董事會議決通過的薪酬或酬金安排為委員會先前議決不予通過者，董事會應在下一份《企業管治報告》中披露其通過該項決議的原因。

- (i) The Committee shall be provided with sufficient resources to perform its duties.

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委員會應獲供給充足資源以履行其職責。

6 Duties 職責

The duties of the Committee shall be:

委員會的職責必須是：

- (a) to assess, review and make recommendations once a year or as and when required, to the Board in respect of the remuneration packages and overall benefits for the directors of the Company;

每年一次，或當被要求時，對公司董事的薪酬待遇及其整體利益，進行評核、檢討及向董事會提出建議；

- (b) to make recommendations to the Board in relation to all consultancy agreements and service contracts or any variations, renewals or modifications thereof, entered into between the Company and the directors of the Company or any associate company of any of them;

就公司與董事或其任何之聯繫公司訂立的所有顧問協議及服務合同，或其任何變更、更新或修改，向董事會提出建議；

- (c) to consider what details of the remuneration/benefits of the directors of the Company should be reported in the Company's annual report and accounts in addition to those required by law and how those details should be presented;

除法律要求以外，考慮在公司年報及賬目內，應報告董事的酬金/利益哪些詳情，並且研究如何演示該等詳情；

- (d) to make recommendations to the Board from time to time on the Company's remuneration policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy and placing

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such recommendations before the Board concerning the total remuneration and/or benefits granted to the directors and senior management from time to time;

就董事及高級管理人員的全體薪酬政策及架構和就設立正規而具透明度的程序制訂該等薪酬政策向董事會提出建議。委員會亦需要就董事及高級管理人員的總薪酬及/或利益，向董事會不時提出建議；

- (e) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives; App 14-B.1.2(b)

透過參照董事會通過的公司目標，檢討及批准管理層的薪酬建議；

- (f) to make recommendations to the board on the remuneration packages of INEDs 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; App 14-B.1.2(c)

向董事會就獨立非執行董事及高級管理人員的薪酬待遇提出建議。應該包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；

- (g) to make recommendations to the Board regarding the remuneration of non-executive directors and INEDs; App 14-B.1.2(d)

就非執行董事和獨立非執行董事的薪酬待遇向董事會提出建議；

- (h) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; App 14-B.1.2(e)

考慮在集團內其他區域同類型公司支付的薪酬、時間要求、職責以及僱傭條件；

- (i) 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; App 14-B.1.2(f)

檢討及批准向執行董事及高級管理人員支付與喪失或終止職務或委任有關的賠償，以確保該等賠償與合約條款一致；若未能與有關合約條款一致，賠償亦須公平合理及不應過分；

- (j) 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; App 14-B.1.3(e)

檢討及批准因董事行為失當而解僱或罷免職位的有關董事所涉及的賠償安排，以確保該等安排與有關合約條款一致；若未能與有關合約條款一致，有關賠償亦須合理及適當；

- (k) to ensure that no director or any of his associates is involved in deciding his or her own remuneration; App 14-B.1.2(h)

確保任何董事或其任何聯繫人不得自行釐訂薪酬；

- (l) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

為委員會可以履行董事會授於其的權力及職能，作出適當行動；及

- (m) to conform any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law.

遵守董事會不時訂明的任何規定、指示及規則，及遵守公司的組織章程、上市規則或適用法律中的任何規定、指示及規則。

7 Reporting Procedures 報告程序

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

委員會必須向董事會匯報。在委員會的會議/作出書面決議之後的下一個董事會，公司秘書應向董事會呈交委員會會議紀錄/書面決議的副本。該會議記錄或書面決議應訂明委員會的調查結果、建議及決定。

- (b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings the Committee shall be sent to all Committee members for their comment and records within reasonable time after the meeting.

委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後合理時間內發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

- (c) Copies of the minutes of meetings of the Committee shall be provided to the Board at its meetings.

委員會會議記錄的副本須於董事會會議中向董事提供。

- (d) The Committee shall make available the chairman of the Committee (or in his absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about issues.

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委員會應安排委員會主席(若委員會主席未克出席，則至少一名委員)出席股東周年大會，並在會上回答股東的提問。

8 Revision of the terms of reference

職權範圍的更新

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules). Any amendment to these terms of reference shall be by way of resolution of the Board of the Company and shall be in full compliance with the Listing Rules and any other regulatory requirements.

當有需要時，本職權範圍應就環境及法定要求（如上市規則等）的改變而作出更新及修改。任何對此職權範圍之修改，須由公司董事會通過決議，有關修改須完全符合上市規則及其他監管要求。

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

註：如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。