

Remuneration Committee

Role and Authority Delegated by the Board

I. Function and Objectives

The Remuneration Committee (the "Committee") is appointed by the Board of Directors of the Company (the "Board") with a view to:

1. Establish and apply a formal and transparent procedure for setting policy on remuneration for Executive Directors and senior management, and for fixing the remuneration packages for all Directors; and
2. Ensure that procedures and principles for fixing packages of all Directors and senior management are proper so that the levels of remuneration of Directors commensurate with their qualifications and competencies, and that such remuneration is sufficient to attract and retain the Directors and senior management but not excessive.

II. Composition

The Committee must be formed by a majority of Independent Non-Executive Directors.

III. Membership

The Committee shall be appointed by the Board in consultation with the Chairman of the Committee from amongst the Executive Directors and/or the Non-Executive Directors and/or the Independent Non-Executive Directors.

The Committee shall consist of not less than three (3) members and the majority of which should be Independent Non-Executive Directors.

Appointments to the Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

The Board shall appoint the Committee Chairman, who should be an Independent

Non-Executive Director. In the absence of the Committee Chairman and/or his appointed deputy, the remaining members present shall elect one (1) of themselves to chair the meeting.

The quorum necessary for the transaction of the business of the Committee shall be two (2). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

As no Director or his associate should be involved in setting his own remuneration, relevant members of the Committee should abstain from voting in relation to his own remuneration or that of his associates and, in addition, such member should not be counted for the purpose of constituting a quorum in relation to any resolutions concerning his own remuneration and that of his associates (i.e. a Director who is a member of the Committee, whether Executive or Independent Non-Executive, cannot be counted in the quorum insofar as it relates to any resolution regarding his own remuneration or that of his associates, and such Director cannot vote on his own remuneration or that of his associates, but the Director shall be counted in the quorum and be entitled to vote on any resolutions regarding the remuneration of other Directors).

IV. Authorities

The authority of the Committee is derived from the Board. Therefore, the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so.

The Committee should consult the Chairman of the Board and/or the chief executive about their remuneration proposals for other Executive Directors. The Committee members should have access to independent professional advice if necessary.

V. Duties

The Committee is responsible for the following (as may from time to time be varied or supplemented by the Board):

1. To make recommendations to the Board on the Group's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy.
2. To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
3. To determine the remuneration packages of individual Executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and to make recommendations to the Board on the remuneration of Independent Non-Executive Directors. In determining the remuneration packages, the Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, and employment conditions elsewhere in the Group. The Committee should consult the Chairman of the Board and/or the chief executive about their remuneration proposals for other Executive Directors.
4. To make recommendations to the Board on the remuneration packages of senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.
5. 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 otherwise fair and not excessive.
6. 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.
7. To ensure that no Director or any of his associates is involved in deciding his own remuneration.

8. To review the basis of and, if the Committee so decides, approve any significant discretionary payment to an employee who is neither a Director nor a member of senior management but who is related to any Director or any member of senior management.

VI. Frequency of Meetings

The Committee shall meet at least once a year and at such other times as any member of the Committee shall require.

This document is in English and Chinese. In case of any inconsistency, the English version shall prevail.