

JIANGNAN GROUP LIMITED
江南集团有限公司

董事会薪酬委员会权责范围及程序
Terms of reference of
the Remuneration Committee of the Board of Directors

**Jiangnan Group Limited (“Company”)
江南集团有限公司(“本公司”)**

**Terms of reference of the Remuneration Committee (“RC”)
of the Board of Directors (“Board”) of the Company
董事会(“董事会”)薪酬委员会(“薪委会”)
权责范围及程序**

1. Membership 成员

- 1.1 The RC shall comprise not less than three members to be appointed by the Board, the majority of whom should be independent non-executive directors. 薪委会成员由董事会委任，成员人数应不少于三位，大多数成员应为独立非执行董事。
- 1.2 The Board shall appoint the chairman of the RC who should be one of the independent non-executive directors sitting on the RC. In the absence of the chairman of the RC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the RC when it is dealing with the succession of chairmanship. 薪委会主席由董事会委任，此主席应为薪委会成员中的一位独立非执行董事。如薪委会主席或副主席未能出席会议，其他出席会议的成员应互选其中一人担任主席。为免生疑虑、当薪委会开会讨论主席继任问题时，董事会主席不应担任该会议之主席。
- 1.3 Only members of the RC have the right to attend the RC meetings. However, any director, executive or other person may be invited to attend the meetings when the RC considers that their attendance can assist it to discharge its duties. 只有薪委会的成员方可出席薪委会之会议。然而，若薪委会议为任何董事、行政人员或其他人士可协助该会履行职责，则可邀请该等人士出席会议。

1.4 Appointments to the RC shall be for a period of up to three years (subject to extension). 薪委会成员的任期最长应为三年(但可以连任)。

1.5 A RC member may not appoint any alternate. 薪委会成员不能委任代表。

2. Frequency and proceedings of meetings 会议次数及程序

2.1 The RC shall meet at least once a year and at such other times as the chairman of the RC shall require. 薪委会应至少每年开会一次，并按薪委会主席要求的其他时间开会。

2.2 The quorum for meetings of the RC shall be of such number that the independent non-executive directors shall form the majority in the meeting. A duly convened meeting of the RC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the RC. 薪委会会议的法定人数应为能使独立非执行董事在会上占大多数的数目。正式召开而达到法定人数的薪委会会议有权履行薪委会获赋予的一切或任何授权、权力和酌情权。

2.3 RC members may pass resolutions by way of written resolutions, but such must be passed by all RC members in writing. 薪委会成员可以书面决议方式通过任何决议，惟必须所有薪委会成员书面同意。

3. Secretary 秘书

3.1 The company secretary of the Company or his nominee shall act as the secretary of the RC. 公司秘书或其代理人应担任薪委会秘书。

4. Notice of Meetings 会议通告

4.1 Meetings of the RC shall be convened by the chairman of the RC. 薪委会的会议应由薪委会主席召开。

- 4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the RC and any other person required to attend at least 14 working days before the meeting date. Supporting papers shall be sent at least 3 working days before the meeting.
- 4.3 Notice shall be given to each RC member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such RC member or in such other manner as the RC members may from time to time determine.
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

除非另有协议，否则载有会议地点、时间、日期及载有会议议题之议程的通告，应于开会日期之前最少14个工作天送交薪委会各成员及其他需要出席会议的人士。补充文件应于开会之前最少3个工作天送交。

召开会议通告必须亲身以口头或以书面形式、或以电话、电子邮件、传真或其他薪委会成员不时议定的方式发出予各薪委会成员(以该成员不时通知秘书的电话号码、传真号码、地址或电子邮箱地址为准)。

任何口头会议通知应在切实可行范围内尽快及在会议召开前以书面方式确实。

5. **Minutes of the Meetings**

会议记录

- 5.1 Minutes of the RC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all RC members for their comments and records within 14 working days after the meeting and unless there is a conflict of interest, to all other members of the Board.
- 薪委会的会议记录应详细记录会议上审议的事项及所作出的决定，包括会上提出的关注及相反意见。会议记录的初稿及最后定稿应于会议完成后14个工作日内供薪委会所有成员传阅；以供提出意见及作其他记录之用；若无利益冲突，亦应供董事会其余全部成员传阅。

- 5.2 The secretary of the RC shall keep the minutes and resolutions passed at the RC meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest. 薪委会秘书应保存薪委会之会议记录及通过决议案之文件。除非有利益冲突，否则任何董事可在提出合理通知后，于任何合理时间内查阅上述文件。

6. **Annual General Meeting** **股东周年大会**

- 6.1 The chairman of the RC shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities of the RC. 薪委会主席应出席本公司的股东周年大会，并准备回答股东有关薪委会会议的问题。

7. **Duties** **责任**

- 7.1 The RC shall: 薪委会应:

7.1.1 make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; 就本公司董事及高级管理人员的全体薪酬政策及架构，及就设立正规而具透明度的程序制订薪酬政策，向董事会提出建议；

7.1.2 review and approve the management's remuneration 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建议；

7.1.3 (before 1 April 2012) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management including benefits in kind, pension rights and compensation payable for loss or termination of their office or appointment;

(on or after 1 April 2012) either (i) determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management;

Note: This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

7.1.4 make recommendations to the Board on the remuneration of non-executive directors;

7.1.5 consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company or its subsidiaries;

(2012年4月1日之前) 获董事会转授以下职责，即厘订全体执行董事及高级管理人员的特定薪酬待遇，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）；

(2012年4月1日或之后) 以下两者之一：(i) 获董事会转授责任厘定个别执行董事及高级管理人员的薪酬待遇；及(ii) 向董事会建议个别董事及高级管理人员的薪酬待遇；

注： 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）

就非执行董事的薪酬向董事会提出建议；

考虑同类公司支付的薪酬、须付出的时间及职责以及公司及其附属公司内其它职位的雇用条件；

7.1.6 *(before 1 April 2012)* review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;

(on or after 1 April 2012) 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 is otherwise fair and not excessive;

(2012年4月1日之前) 检讨及批准向执行董事及高级管理人员支付那些与就其丧失或终止职务或委任有关的赔偿，以确保该等赔偿按有关与合约条款厘定；若未能按有关与合约条款厘定，赔偿亦须公平合理，不会对本公司造成过重负担；

(2012年4月1日或之后) 检讨及批准向执行董事及高级管理人员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；

7.1.7 (before 1 April 2012) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation is otherwise reasonable and appropriate;

(2012年4月1日之前) 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，以确保该等安排按有关合约条款厘定；若未能按有关合约条款厘定，有关赔偿亦须合理适当；及

(on or after 1 April 2012) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with relevant contractual terms and are otherwise reasonable and appropriate; and

(2012年4月1日或之后) 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；及

7.1.8 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自己的薪酬。

7.2 The RC should consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The RC should have access to independent professional advice if necessary.

薪委會应就其他执行董事的薪酬建议谘询主席及/或行政总裁，如有需要，薪委會应可寻求独立专业意见。

8. **Reporting Responsibilities**

报告责任

8.1 The RC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

薪委会每次开会后，薪委会主席应就薪委会在其职责范围内讨论的一切事宜，向董事会提交正式的报告。

8.2 The RC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. 薪委会应就任何其职责范围内之事宜而认为需要采取的行动或作出的改善，向董事会作出其认为合适的建议。

8.3 The RC shall provide to the Board all the information set out in (before 1 April 2012) paragraph 2(f) of Appendix 23 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or (on or after 1 April 2012) paragraph L of Appendix 14 to the Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to enable the Company to prepare the corporate governance report in its annual report in compliance with such Appendix 23 or (as the case may be) Appendix 14. 薪委会应向董事会提供（2012年4月1日之前）香港联合交易所有限公司证券上市规则附录23第2(f)段或（2012年4月1日或之后）香港联合交易所有限公司证券上市规则附录14第L段所述的一切资料，方便公司在年报内编制企业管治报告，以符合该附录23或（如适用）附录14的规定。

9. Authority 权力

9.1 The RC is authorized to seek any information it reasonably requires from any employee of the Company in order to perform its duties. 薪委会有权为履行职责而向本公司任何雇员合理地索取任何资料。

9.2 The RC may obtain, at the expense of the Company, legal or other professional advice on any matters within its terms of reference. 薪委会可就任何在其权责范围内之事宜，寻求法律或其他专业意见，所需费用由本公司支付。

9.3 The RC should be provided with sufficient resources to perform its duties. 薪委会应获供给充足资源以履行其职责。

10. Other 其他

- 10.1 The RC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. 薪委会应每年检讨其权责范围、表现及组织章程，并将其认为必要之修改提交董事会审批。

February 2012
2012年2月