

WANDA COMMERCIAL PROPERTIES (GROUP) CO., LIMITED

(Incorporated in Bermuda with limited liability)

Terms of reference of the Remuneration Committee

The Remuneration Committee

1. The board of directors (the “**Board**”) of Wanda Commercial Properties (Group) Co., Limited (the “**Company**”) established a committee of the Board known as the Remuneration Committee (the “**Remuneration Committee**”), its constitution and particular duties are set out below:—

Constitution

2. The Remuneration Committee is a committee of the Board. Its primary function is to assist the Board in establishing remuneration policy which
 - (i) enable the Board to attract, retain and motivate directors and senior management who create value for the shareholders;
 - (ii) fairly and reasonably reward directors having regard to the performance of the Company, the performance of the directors and senior management and the general remuneration environment;
 - (iii) comply with the Listing Rules of the Stock Exchange of Hong Kong Limited and other relevant legal requirements.

Membership

3. The members of the Remuneration Committee shall be appointed by the Board, the majority of which shall be independent non-executive directors of the Company and it shall be chaired by an independent non-executive director.
4. The Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two members.
5. The Company Secretary shall act as the Secretary of the Committee.

Frequency of meetings

6. Meetings of the Remuneration Committee shall be held not less than once a year.

Authorities and Duties

7. The Remuneration Committee is authorised by the Board and its duties shall include the followings:—
 - (a) to 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;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension right and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - (d) to make recommendations to the Board on the remuneration of non-executive directors;
 - (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group of which the Company is a member company;
 - (f) 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 is otherwise fair and not excessive;
 - (g) 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;
 - (h) to ensure that no director or any of his associates is involved in deciding his own remuneration;

- (i) engage such external professional advisors to assist and/or advise the Committee on issues as it considers necessary;
- (j) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (k) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board.

Reporting procedures

8. The secretary of the Remuneration Committee shall circulate the minutes of the meetings of the Remuneration Committee to all members of the Board within 14 days after the conclusion of the relevant meeting of the Remuneration Committee.

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