

CHINA LILANG LIMITED

中國利郎有限公司

董事會薪酬委員會職權範圍

**Terms of reference of
the Remuneration Committee of the Board of Directors**

CHINA LILANG LIMITED

中國利郎有限公司

(the “Company” and “本公司”)

**Terms of reference of the Remuneration Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
董事會(“董事會”)薪酬委員會(“委員會”)
權責範圍**

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 12 September 2008.

本委員會是按本公司董事會於 2008 年 9 月 12 日會議通過成立的。

2. Membership

成員

2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company.

委員會成員由董事會從董事會成員中挑選，委員會人數最少 3 名，而大部份之成員須為本公司的獨立非執行董事。

2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.

委員會主席由董事會委任，並由獨立非執行董事出任。

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席的委員會將在他們當中選出秘書或委任其他人擔任秘書。

2.4 The appointment of the members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Proceedings of the Committee

3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least 14 days' notice. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

(Regular meetings should be called by, so far as practicable, at least 14 days' notice pursuant to paragraphs A.1.3 of Appendix 14 of the Listing Rules)

- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee 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 Committee member or in such other manner as the Committee members may from time to time determine.

經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員或秘書。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

會議程序

會議通知：

- (a) 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於 14 天。不論通知期長短，委員會成員出席會議將構成放棄該通知，除非出席會議的委員會成員在會議開始之時，以會議還沒有得到正確的召開為理由為目的，出席以表達反對會議處理任何事項。

(根據上市規則附錄十四第 A1.3 段的規定，在切實可行的範圍內，召開委員會定期會議應發出至少 14 天通知)

- (b) 任何委員會成員或委員會秘書(應董事的請求時)可於任何時候召集董事會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員不時通知秘書的電話或傳真號碼或電郵地址或郵寄地址。

- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).
- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.
- 3.3 **Frequency:** Meetings shall be held at least once every year to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.
- 3.4 No Committee member may vote on any resolution of the Committee regarding his own remuneration.
- 3.5 Written resolutions may be passed by all Committee members in writing.
- (c) 以口頭通知方式召開的會議，應儘快(及在會議召開前)以書面方式確實。
- (d) 召開會議的成員或秘書必須說明開會目的、開會時間、地點、議程及提供有關文件予各成員及秘書參閱。文件應與議程一起送出，而議程應於會議通告(或確認會議通告的函)一併發出。第 3.3 條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，盡至少在計劃舉行委員會會議日期的最少三天前(或經委員會全體成員協定的其他時間內)送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。
- 法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。
- 每年最少開會一次，以制訂有關執行董事酬金的政策及厘訂各董事的薪酬待遇。
- 委員會成員不能就有關其本身的薪酬決議上投票。
- 委員會成員可以以書面贊成方式通過任何決議。

4. Overriding principles

- 4.1 Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary.
- 4.2 No director should be involved in deciding his own remuneration.
- 4.3 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary.

5. Alternate Committee members

- 5.1 A Committee member may not appoint any alternate.

6. Authority of the Committee

- 6.1 The Committee may exercise the following powers:
- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract ;
 - (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
 - (c) to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;

首要的基本規則

所定的薪酬的水平應足以吸引及挽留董事管好公司營運，而又不致支付過多的酬金。

任何董事不得參與訂定本身的薪酬。

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。如有需要，委員會應可尋求獨立專業意見。

委任代表

委員會成員不能委任代表。

委員會的權力

委員會可以行使以下權力：

- (a) 在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向本公司的人力資源部門就變更該等合同的條款提出建議。
- (b) 考慮盡就執行董事及其他高級管理人員的薪酬、獎金及福利等建議，提供意見。
- (c) 在有證據顯示本集團董事及其他雇員失職時，要求董事會召開股東大會(如有需要)罷免有關人員的職務；

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| <p>(d) to obtain outside legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;</p> <p>(e) to have access to sufficient resources in order to perform its duties;</p> <p>(f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and</p> <p>(g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.</p> | <p>(d) 如委員會覺得有需要，可就涉及本職權範圍的事宜向有相關經驗及專業才能的獨立第三方尋求獨立法律及其他專業意見，費用均由本公司支付；</p> <p>(e) 可取得足夠資源以履行其職務；</p> <p>(f) 每年檢討本職權範圍及其有效性，如委員會覺得有需要，可向董事會提供修改建議；及</p> <p>(g) 為使委員會能恰當地執行其於第七章項下的責任，其認為有需要及有益的權力。</p> |
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6.2 The Committee should be provided with sufficient resources to discharge its duties.

委員會應獲供給充足資源以履行其職責。

7. Duties

薪酬委員會的責任

7.1 The duties of the Committee shall be:

薪酬委員會負責履行以下責任：

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| <p>(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;</p> <p>(b) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;</p> <p>(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 rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;</p> | <p>(a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；</p> <p>(b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；</p> <p>(c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇，此應包括非金錢利益、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)；</p> |
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| <p>(d) to make recommendations to the Board on the remuneration of non-executive directors;</p> | <p>(d) 就非執行董事的薪酬向董事會提出建議;</p> |
| <p>(e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;</p> | <p>(e) 考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的雇用條件;</p> |
| <p>(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;</p> | <p>(f) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；</p> |
| <p>(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; and</p> | <p>(g) 檢討及批准因董事行為失當而解雇或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及</p> |
| <p>(h) to ensure that no director or any of his associates is involved in deciding his own remuneration.</p> | <p>(h) 確保任何董事或其任何連絡人不得參與厘定他自己的薪酬。</p> |

8. Reporting procedures

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

會議紀錄及書面決議的傳閱

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿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)。

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應將各財政年度委員會舉行的會議之會議紀錄及個別成員出席紀錄備存於本公司。

9. Annual general meeting

9.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員(或如該名委員未能出席，則其適當委任的代表)應出席股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

10. Continuing application of the articles of association of the Company

本公司組織章程的持續適用

10.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用委員會的會議程序。

11. Powers of the Board

- 11.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

12. Publication of the terms of reference of the Committee

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 website of the Company and on the website of the Stock Exchange of Hong Kong Limited.

13 February 2012

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及聯交所上市規則的前提下(包括聯交所上市規則之附錄十四《企業管治守則》或公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，盡不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

委員會職權範圍的刊登

委員會應在本公司的網站及香港聯合交易所有限公司的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

2012年2月13日