



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(the “Company”)

(“本公司”)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

薪酬委員會職權範圍

Adoption Date : 15 May 2008

採納日期： 二零零八年五月十五日

Revised Date : 30 March 2012

更新日期： 二零一二年三月三十日

1. Membership

成員

1.1 All Members of the Remuneration Committee shall be appointed by the board of the Company (the “**Board**”) and can be removed by the Board at its sole discretion.

薪酬委員會所有成員須由本公司董事會（「**董事會**」）委任，並可由董事會全權酌情罷免。

1.2 The majority of the Members shall be independent non-executive directors (“**INEDs**”).

薪酬委員會成員當中過半數成員須為獨立非執行董事。

1.3 The Board shall appoint the Chairman of the Remuneration Committee who shall be an INED.

薪酬委員會之主席須由董事會委任，並須為獨立非執行董事。

1.4 The company secretary shall be the secretary of the Remuneration Committee.

薪酬委員會之秘書由公司秘書擔任。

* For identification purpose only

2. Frequency and proceedings of meetings

開會的次數和程序

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
委員會應至少每年開會一次，其他額外會議由委員會視乎需要而舉行。
- 2.2 The Chairman of the Committee may convene additional meetings at his/her discretion.
委員會主席可酌情召開額外會議。
- 2.3 The quorum for a meeting shall be two members. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.
會議的法定人數為兩位成員。如票數均等，委員會的主席有權投第二票或決定票。
- 2.4 The Committee may, from time to time, invite independent advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
委員會可不時邀請獨立顧問參與會議及提供建議予成員，顧問包括但不限於外來顧問。
- 2.5 Proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Laws of the Company.
委員會開會的程序應按本公司細則執行。
- 2.6 Meetings could be held in person, by telephone or by video conference.
會議可以親身出席、電話或視像會議形式召開。
- 2.7 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.
委員會會議的決議須由出席會議過半數的成員通過。
- 2.8 A resolution in writing signed by all Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
一份由委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的委員會會議通過一樣。

3. Attendance at Meetings

出席會議

As necessary or desirable, the Chairman may request the Chairman and / or other member of the Board, members of management be present at meetings of the Committee.

按需要或理想地，主席可要求主席及/或其他董事會成員和管理層出席會議。

4. Annual General Meeting

股東週年大會

The Chairman of the Remuneration Committee or in his/her absence, another Member of the Remuneration Committee, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

薪酬委員會之主席或（如其缺席）薪酬委員會之其他一名成員須出席本公司之股東週年大會，並回應股東就薪酬委員會之職務及責任作出之提問。

5. Duties

職責

The duties of the Committee shall include:

委員會的職責應包括：

5.1 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;
就本公司全部董事及高級管理人員之薪酬政策及架構，及就設立正規而具透明度之程序以制訂薪酬政策，向董事會提出建議；

5.2 To review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
因應董事會所訂企業方針及目標而檢討及批准管理層之薪酬建議；

5.3 To determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
獲董事會轉授以下職責：釐訂個別執行董事及高級管理人員之薪酬待遇，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之賠償）；

5.4 To make recommendations to the board on the remuneration of non-executive directors;
就非執行董事之薪酬向董事會提出建議；

- 5.5 In the determination of remuneration policy and packages, to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
在釐訂薪酬政策及待遇時，考慮同類公司支付之薪酬、須付出之時間及其職責，以及本集團其他職位之聘用條件；
- 5.6 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;
檢討及批准向執行董事及高級管理人員就任何與喪失或終止職務或委任而須支付之賠償，以確保賠償符合合約條款；倘未能與合約條款一致，賠償亦須公平合理，且不致過多；
- 5.7 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;
檢討及批准因董事行為失當而被解僱或罷免所涉及之賠償安排，以確保其符合合約條款；倘未能與合約條款一致，有關賠償安排亦須合理和適當；
- 5.8 To ensure that no director or any of his associates is involved in deciding his own remuneration;
確保任何董事或其任何聯繫人士不得參與釐訂該名董事之薪酬；
- 5.9 To advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under rule 13.68 of the Listing Rules; and
向股東建議，如何就任何須根據上市規則第 13.68 條之規定須取得股東批准之董事服務合約，進行表決；及
- 5.10 To consider and carry out any other matters specifically referred to the Remuneration Committee by the board.
考慮及執行董事會特定提交薪酬委員會處理之任何其他事項。

6. Reporting Procedures

報告程序

The Committee shall report to the Board after each meeting.

委員會應於每次會議後向董事會報告。

7. Authority 權力

- 7.1 The Remuneration Committee shall consult the Chairman of the Board and/or Managing Director about its remuneration proposals for other executive directors and senior management.
薪酬委員會須就其他執行董事及高級管理人員之薪酬建議諮詢董事會主席及／或董事總經理；
- 7.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.
薪酬委員會獲董事會授權可要求本公司高級管理人員提供任何與薪酬有關之資料，以履行其職責。
- 7.3 Any Member of the Remuneration Committee may seek independent professional advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member of the Remuneration Committee.
任何薪酬委員會之成員可在適當情況下尋求獨立專業意見，以履行身為薪酬委員會成員之職責，費用概由本公司承擔。
- 7.4 The Remuneration Committee shall be provided with sufficient resources to perform its duties.
薪酬委員會將獲提供充足資源以履行其職責。

8. Publication of the Terms of Reference 刊登職權範圍書

These terms of reference are posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.
職權範圍書分別於本公司網站及香港交易及結算所有限公司網站上登載。任何人士可要求索取職權範圍書副本，並無須支付任何費用。

9. Miscellaneous 其他

The English text of this terms of reference will prevail over the Chinese text in case of any inconsistency.
若此職權範圍的中文與英文版本不一致，一切以英文版本為準。