

**CHINA EVERBRIGHT INTERNATIONAL LIMITED**

中国光大国际有限公司

**TERMS OF REFERENCE OF THE REMUNERATION**

**COMMITTEE**

薪酬委员会职权范围书

## **China Everbright International Limited**

中国光大国际有限公司

### **Terms of Reference of the Remuneration Committee**

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#### ***Formation 成立***

1. The Remuneration Committee (the “Committee”) was formed pursuant to the board resolution of China Everbright International Limited (“the Company”) passed on 25 September 2003.

薪酬委员会（“委员会”）乃根据二零零三年九月二十五日中国光大国际有限公司（“本公司”）的董事会决议案而成立的。

#### ***Composition and Quorum 组成及法定人数***

2. The chairman and members of the Committee shall be appointed by the Board of the Company and shall consist of not less than four members, a majority of whom should be independent non-executive directors. A quorum shall be three members (at least two shall be independent non-executive directors).

委员会的主席及成员须由董事会委任，委员会最少须由四名成员组成，其中大部分应为独立非执行董事。委员会的法定人数为三人（其中至少有两位独立非执行董事）。

3. The meetings and proceedings of the Committee are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of the Board.

委员会会议及程序须受本公司的章程细则所载有关董事会会议及程序的条文所规管。

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**Authority 权力**

4. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

董事会授权委员会按照其职权范围进行任何调查。委员会有权向任何雇员索取任何所需资料，而所有雇员亦获指示与委员会合作，满足其任何要求。

5. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

董事会授权委员会向外谘询法律或其他独立的专业意见；如有需要，可邀请具备相关经验及专业知识的外界人士出席会议。

**Duties 职务**

6. The duties of the Committee shall be :

委员会的职务如下：

- a. to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing the policy on such remuneration;

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度制订此等薪酬政策，向董事会提出建议；

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- b. to have the delegated responsibilities to determine the specific remuneration packages of all 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. Factors which should be taken into consideration include but not limited to salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

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）。委员会应考虑的因素包括但不限于同类公司支付的薪酬、董事须付出的时间及董事职责、集团内其他职位的雇用条件及是否应该按表现厘订薪酬等；

- c. to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

透过参照董事会不时通过的公司目标，检讨及批准按表现而厘定的薪酬；

- d. to 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;

检讨及批准向执行董事及高级管理人员支付那些与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合约条款厘定；若未能按有关合约条款厘定，赔偿亦须公平合理，不会对本公司造成过重负担；

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- e. to 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 payment is otherwise reasonable and appropriate;

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；

- f. to make recommendations to the Board on the remuneration for non-executive directors;

就非执行董事的薪酬向董事会提出建议；

- g. to 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自行厘订薪酬；

- h. to consult the chairman and/or the chief executive officer about their proposals relating to the remuneration of executive directors and have access to professional advice if considered necessary; and

就执行董事的薪酬建议咨询主席及/或行政总裁，如认为有需要，亦可索取专业意见；及

- i. to consider other topics as defined by the Board.

研究其他由董事会界定的课题。

Note: For the purpose of these terms of reference, “senior management” should refer to the same category of persons as referred to in the Company’s annual report.

注：就本职权范围书而言，“高级管理人员”指本公司年报内提及的同一类别的人士。

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**Secretary of the Committee 委员会的秘书**

7. The Chief Executive Officer of the Company shall be the secretary of the Committee. The secretary will be responsible for the preparing of the meetings of the Committee. However, the secretary of the Board of the Company shall assist the Committee's secretary in preparing the meetings of the Committee.

委员会秘书由本公司行政总裁担任，并负责筹备薪酬委员会会议。而本公司的董事会秘书应当协助委员会秘书完成委员会会议的筹备工作。

**Frequency and notice of meetings 会议次数及通知**

8. Meetings shall be held not less than once a year. Notice of at least 3 days should be given to all members of the Committee. The Chairman of the Committee shall be chaired in the meeting.

会议次数应不少于每年一次，并于会议召开前三天通知全体委员会成员，并由委员会主席主持会议。

**Reporting procedures 汇报程序**

9. The secretary shall circulate the minutes of meetings to all members of the Committee.

秘书应将委员会的会议记录向全体委员会成员传阅。