



信達國際控股有限公司

CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 111)(股份代號 : 111)

Terms of Reference for Remuneration Committee

薪酬委員會職權範圍

Functions and Objectives 職能及宗旨

The Remuneration Committee (the “Committee”) is appointed by the board of directors (the “Board”) of Cinda International Holdings Limited (the “Company”) with a view to:

薪酬委員會(「委員會」)是由信達國際控股有限公司(「本公司」)董事會(「董事會」)委任，宗旨為：

1. establish and apply a formal and transparent procedure for setting policy on remuneration for all directors and senior management, and for fixing the remuneration packages for executive directors and senior management; and

定立並執行一套正規而具透明度的程序，以制訂有關所有董事和高級管理人員酬金的政策及釐定執行董事和高級管理人員的薪酬待遇，及

2. ensure that procedures and principles for fixing packages of all directors and senior management are proper so that the levels of remuneration of directors commensurate with their qualifications and competencies, and that such remuneration is sufficient to attract and retain the directors and senior management.

確保釐定全體董事和高級管理人員薪酬之程序和準則均屬恰當，以使所定的董事薪酬水準與其資格及能力相稱，並且以足夠的酬金吸引及挽留董事和高級管理人員。

Composition 成員

The Committee must be formed by a majority of independent non-executive directors. The chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.

委員會須由以獨立非執行董事佔大多數而組成。委員會主席須由董事會委任，並應為獨立非執行董事。

Proceedings of Meetings 會議程序

The Committee shall meet as and when necessary or as requested by any Committee member. The meetings and proceedings of the Committee are governed by the provisions of the Bye-laws of the Company for regulating the meetings and proceedings of the Board as far as the same are applicable and are not superseded by the regulations imposed by the Board. A quorum for meeting of the Committee shall be majority members present in person. Members participating the meeting by electronic means would be deemed as present in the meeting.

當委員會成員認為需要時，可要求召開會議。委員會之會議及程序須受本公司章程細則所載的董事會會議及程序規定所監管，惟其所述之條款須適用於委員會及不受董事會制定之規定所取替。委員會會議之法定人數為大多數委員會成員親身出席。成員透過電子媒體參與會議也視作已出席會議論。

Duties and Authorities 職責及權力

The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so.

委員會之權力是由董事會賦予，因此，除非受到法律或監管規定限制，委員會須向董事會彙報其決定或建議。

The Committee should consult the Chairman of the Company on their proposal and their views relating to remuneration of other executive directors and senior management. The Committee members should have access to independent professional advice if considered necessary.

委員會應就其他執行董事和高級管理人員的薪酬建議及意見諮詢本公司主席，如認為需要時，可諮詢獨立專業意見。

The duties of the Committee are as follows:

委員會之職責如下：

1. recommend the Board on policy and structure for all remuneration of directors and senior management;
就董事及高級管理人員的全體薪酬政策及架構向董事會提出建議；
2. establish a formal and transparent procedure for developing remuneration policy;
定立正規而具透明度的程序制訂薪酬政策；

3. determine specific remuneration packages of all executive directors including benefits in kind, performance bonus, pension rights and compensation payable for loss or termination of office or appointment;
釐定全體執行董事的特定薪酬待遇，包括非金錢利益、表現花紅、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)；
4. make recommendations to the Board of the remuneration of non-executive directors;
就非執行董事的薪酬向董事會提出建議；
5. 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 contractual terms and that such compensation is otherwise fair and not excessive for the Company;
檢討及批准向執行董事及高級管理人員支付與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔；
6. review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangement is made in accordance with contractual terms and that any compensation payment is otherwise reasonable and appropriate;
檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；
7. ensure that no director or any of his associates is involved in deciding his own remuneration;
and
確保任何董事或其任何聯繫人不得自行釐定其個人薪酬；及
8. advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Listing Rules.
委員會須向股東建議，如何就任何須根據上市規則取得股東批准的董事服務合約，進行表決。

Adopted on 28 March 2012

於二零一二年三月二十八日被採納