

TERN PROPERTIES COMPANY LIMITED

太興置業有限公司

(Stock Code: 277)

**TERMS OF REFERENCE OF
REMUNERATION COMMITTEE**

TERN PROPERTIES COMPANY LIMITED
太興置業有限公司

Terms of Reference of Remuneration Committee

Formation

1. The remuneration committee (“Committee”) was formed pursuant to the board resolution of TERN PROPERTIES COMPANY LIMITED (“the Company”) passed on 31st March, 2005.

Composition and Quorum

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors.

Members : The Committee shall consist of not less than 2 members.

Quorum : 2

3. The Chairman of the Committee shall be appointed by the board and shall be an independent non-executive director.
4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors.

Secretary of the Committee

5. The Secretary of the Company shall be the secretary of the Committee. The Secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

Frequency of meetings

6. Meetings shall be held not less than once a year. The Chairman of the Committee shall chair the meeting.

Authority

7. 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.
8. 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.

Duties

9. The duties of the Committee shall be:–
 - (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 rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.
 - (d) To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
 - (e) To review and approve the compensation payable to executive directors and senior management for any loss or termination of their office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
 - (f) 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.
 - (g) To make recommendations to the board on the remuneration of non-executive directors.
 - (h) To ensure that no director or any of his associates is involved in deciding his own remuneration.

- (i) To consult the chairman and/or the chief executive about their remuneration proposals for executive directors. The Committee should have access to independent professional advice if necessary.
- (j) To consider other topics as defined by the board.

Reporting procedures

- 10. The secretary or his representative shall circulate the minutes of meetings to all members of the Committee.

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Date of revision: with effect from 1st April, 2012