



中國鼎益豐控股有限公司

CHINA DING YI FENG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00612)

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



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China Ding Yi Feng Holdings Limited (the “Company”)

Terms of Reference for the Remuneration Committee

Constitution

1. The Company established the Remuneration Committee (“Committee”) on 28 July 2005.

Membership

2. The members of the Committee (“Members”) shall be appointed by the board of directors of the Company (“Board”) from amongst the directors of the Company (“Directors”) and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. Two Members shall form a quorum of the Committee.
3. The Chairman of the Committee shall be an independent non-executive Director and appointed by the Board.

Term

4. The Board shall determine the term of each Member. If a Member ceases to be a Director, then his office as Member shall *ipso facto* cease.

Attendance at meetings of the Committee

5. At the invitation of the Committee, the Chairman of the Board and/or Managing Director, external advisers and other persons may be invited to attend all or part of any Committee meetings. Only Members are entitled to vote at the Committee meetings.
6. The Company Secretary shall act as the secretary of the Committee and shall be responsible for taking minutes of each Committee meeting.

Frequency of Meetings

7. The Committee shall meet at least once a year and at such other times as any member of the Committee shall require.

Notice of Meetings

8. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee. Notice shall be given to each Member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the Company Secretary by such Member or in such other manner as the Members may from time to time determine. Any notice given orally shall be followed by confirmation in writing before the Committee meeting.

Unless otherwise agreed, notice of each Committee meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member and any other person required to attend, no later than 7 days before the date of the Committee meeting. Supporting papers shall be sent to the Members and to the other attendees at least 3 days in advance of the Committee meeting (or other agreed period).

Proceedings of Meetings

9. Except as outlined above, meetings of the Committee shall be conducted in accordance with the provisions of the Company's articles of association governing the proceedings of the Directors.

Authority

10. The Committee is authorized to have access to independent professional advice where it considers necessary.
11. The Committee should be provided with sufficient resources to perform its duties.

Duties

12. 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's 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) where applicable:

- (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management
- (ii) to make recommendations to the Board on the remuneration packages of individual executive director and senior management.

The remuneration packages may include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office;

- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (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;
- (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
- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

Minutes of Meetings

- 13. Full minutes of Committee meetings shall be kept by the Secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. Draft and final versions of minutes of the meetings shall be sent to all Members for their comment and records, within a reasonable time after such Committee meetings are held.
- 14. The secretary of the Committee shall circulate to all Directors the final versions of Committee meeting minutes as soon as practicable after approval by the Committee.
- 15. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any Member including dissenting views of any Member.

Reporting Procedures

16. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee meeting, the Committee shall report the Committee's decisions or recommendations to the Board, unless there are legal or regulatory restrictions.

Annual General Meeting

17. The Chairman of the Committee should, as far as practicable, attend the annual general meeting of the Company and make himself available to respond to any shareholders' questions on the Committee's activities.

Other Procedures

18. 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 Exchange's website and the Company's website.
19. Unless otherwise defined, terms and expressions used herein shall have the same meanings as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Continuing application of the articles of association of the Company

20. 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.

Powers of the Board

21. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules), 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.

Language

22. If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.