

HUAYU EXPRESSWAY GROUP LIMITED

華昱高速集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1823)

華昱高速集團有限公司
(一家於開曼群島註冊成立的有限責任公司)
(「本公司」)

Terms of reference of the Remuneration Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company

本公司董事會(「董事會」)
薪酬委員會(「委員會」)職權範圍及程序

1. Constitution 組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 30 November 2009, with its responsibilities to:

委員會是按董事會於2009年11月30日會議通過的決議案成立的，其職責為：

- (a) make recommendations to the Board on the policy and structure of the Company and its subsidiaries (the “Group”) for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
就本公司及其附屬公司(「本集團」)董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- (b) make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This shall include benefits in kind, pension rights and compensation payments, including benefits in kind, pension rights and compensation payments, and also including any compensation payable for loss or termination of their office or appointment ;
向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額；
- (c) review and approve the management of the Company’s remuneration proposals with reference to corporate goals and objectives;
因應董事會所訂企業方針及目標而檢討及批准本公司管理層的薪酬建議；
- (d) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group ;
考慮包括同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；

- (e) review and approve the compensation payable to executive directors and senior management of the Company for any loss or termination of their office or appointment to ensure that it is consistent with contractual terms and are otherwise fair and not excessive;
檢討及批准向本公司執行董事及高級管理人員就喪失或終止職務或委任須支付的賠償，以確保該等賠償與合約條款一致及在其他情況下屬公平，不致過多；
- (f) to review and approve compensation arrangements relating to dismissal or removal of directors of the Company for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
檢討及批准因本公司董事行為失當而解雇或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致及在其他情況下屬合理及適當；
- (g) to 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訂薪酬；及
- (h) in respect of any service agreement to be entered into between any members of the Group and its director or proposed director to review and provide recommendation to the shareholders of the Company (other than shareholders who are director with a material interest in the relevant service agreements and their respective associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”))) as to whether the terms of the service agreements are fair and reasonable and whether such service agreements are in the interests of the Company and the shareholders as whole, and to advise shareholders on how to vote.
就任何集團成員及其董事或擬擔任董事者簽訂任何服務合約檢討及告知股東（身份是董事並在該等服務合約中有重大利益的股東及其聯繫人者（定義見香港聯合交易所有限公司證券上市規則（「**上市規則**」））除外）有關條款是否公平合理，就有關合約是否符合公司及其股東整體利益提出意見，並就股東該如何表決而提出意見。

2. Membership 成員

- 2.1 Members of the Committee (the “**Members**”, and each a “**Member**”) shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.
委員會成員（「**委員**」）須由董事會從本公司的董事中委任。委員會最少由三名成員組成，大部份成員必須是獨立非執行董事。
- 2.2 The Board shall nominate a Member as the chairman (the “**Chairman**”) , who must be an independent non-executive director of the Company.
委員會主席（「**主席**」）由董事會從委員中委任，而主席必需為獨立非執行董事。
- 2.3 The appointment of the Members may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
董事會及委員會分別通過決議，方可對委員進行罷免或委任額外人士成為委員。
- 2.4 The secretary of the Company shall act as the secretary of the Committee.
本公司秘書將成為委員會秘書。
- 2.5 The constitution of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.
委員會的組成應遵守經不時修訂的上市規則的要求。

3. Frequency and proceedings of the meetings 會議次數及程序

- 3.1 Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days' notice. The Committee meeting papers should be circulated to all Members 3 days before the intended date of a Committee meeting by hand, by post or in electronic forms.
除非委員會全體成員同意，委員會的會議通知期，不應少於十四天。相關會議數據需在會議日期前3天送以郵寄、人力或電方方式送給各委員。
- 3.2 A Member or the secretary of the Company may at any time summon a Committee meeting.
任何一位委員或本公司秘書於任何時間均可召集委員會會議。
- 3.3 Notice shall be given to each Member orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Member or in such other manner as the Members may from time to time determine.
會議通知可通過口頭形式、書面形式、或以電話、傳真或電郵按照委員不時通知本公司秘書的號碼和地址通知各委員，或以委員不時議定的方式發出予各委員。
- 3.4 Any notice given orally shall be followed by confirmation in writing provided by the relevant Member before the meeting.
以口頭形式做出的通知，相關的委員應在會議召開前以書面方式確認。
- 3.5 The quorum of the Committee meeting shall be two Members.
委員會的會議法定出席人數為兩位委員。
- 3.6 Members may participate in the Committee meetings by telephone or video conference or electronic or other communications facilities provided that each member can hear and be heard by all other members throughout the meeting and such participation shall constitute presence for purposes of the quorum provision of article 3.5.
委員可透過電話或視像會議或電子或其它通訊設備參與會議，而該委員和其它委員均能聽對方說話，該委員以上述方式參與會議將等同出席會議並計入職權範圍第3.5條法定出席人數內。
- 3.7 Other Board members shall also have the right of attendance.
其它董事會成員均有權出席。
- 3.8 The Chairman or Member shall abstain from voting or should not discuss or give any opinions or recommendations in the Meeting when the Committee meeting is to determine and discuss his or her remuneration package.
凡委員會會議是商議委員會主席和委員之薪酬，在相關會議上，委員會主席和委員均需對其自己的薪酬放棄投票或不應參與討論或發表任何意見或建議。

4. Written resolutions 書面決議

- 4.1 Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.
委員會成員可以以書面贊成方式通過書面決議，惟必須所有委員會成員同意。本條文不影響上市規則有關舉行董事會或委員會會議的任何要求。

5. Alternate Committee members 委任代表

- 5.1 A Committee member may not appoint any alternate.
委員會成員不能委任代表。

6. Authorities of the Committee 薪酬委員會的權力

- 6.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in these terms of reference. It is further authorized to seek any information it requires from any employees of the Company in order to perform its duties.
委員會獲董事會授權處理本職權範圍及程序的事項。委員會獲授權向本公司任何僱員尋求委員會所需要的任何資料，以履行其職責。
- 6.2 The Committee shall be provided with sufficient resources to discharge all of its responsibilities.
委員會應獲給予充足資源以履行其職責。
- 6.3 The Committee shall have access to independent professional advice at the expense of the Company.
委員會如認為需徵求獨立專業意見，委員會應獲得相關的專業意見，公司需支付其費用。
- 6.4 The Committee should consult the chairman of the Board and/or chief executive officer about their proposals for other executive directors.
委員會應就有關其它執行董事薪酬的建議，諮詢董事會主席及／或行政總裁的意見。
- 6.5 These Terms of Reference shall be made available on the website of the Company and on the website of the Stock Exchange at www.hkexnews.hk.
本職權範圍及程序應登載於本公司的網站上和香港聯合交易所有限公司於www.hkexnews.hk的網站上的方式公開。

7. Reporting procedures 報告程序

- 7.1 The secretary of the Company shall circulate the draft minutes of the meetings of the Committee to all Members for their comment within a reasonable time. Final minutes and reports of the meetings and all written resolutions of the Committee shall be sent to all Members within a reasonable time after the meetings.
本公司秘書應將委員會會議記錄初稿於合理時間內，送交委員會所有成員評閱。委員會會議記錄及書面決議應於會議結束後的合理時間內，送交所有委員。
- 7.2 The Chairman shall report to the Board on regular basis and present the findings and the recommendation of the Committee to the Board at the next Board meeting.
主席定期向董事會申報及在下次董事會向董事會提交委員會之發現和建議；
- 7.3 Full minutes of Committee meeting and written resolutions of the Committee shall be kept by the secretary of the Company and shall be open for inspection at any reasonable time on reasonable notice by any director of the Company.
本公司秘書應存置完整的會議記錄及書面決議，若有任何本公司董事發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。

8. Continuing application of the articles of association of the Company 本公司章程的持續適用

8.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company 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.

本公司章程作出的規範的董事會會議程序的規定，如果其也適應於委員會會議並未被該等職權範圍及程序所取代，那麼應適用於委員會的會議程序。

9. Powers of the Board 董事會權利

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

本職權範圍及程序，可以由董事會在遵守本公司章程及上市規則（包括附錄十四《企業管治守則》及《企業管治報告》）的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

10. Language 語言

If there is any inconsistency between the English and Chinese terms of reference, English version will prevail.
如本職權範圍的中英文之間有歧異，以英文版為準。