

**ZHEJIANG YONGLONG ENTERPRISES
COMPANY LIMITED**

浙江永隆實業股份有限公司

**TERMS OF REFERENCE FOR THE
REMUNERATION COMMITTEE**

薪酬委員會職權範圍書

(adopted on 24 January 2005)

(於二零零五年一月二十四日採納)

Zhejiang Yonglong Enterprises Company Limited

浙江永隆实业股份有限公司

Terms of Reference for Remuneration Committee (adopted on 24 January 2005)

薪酬委员会职权范围书 (于二零零五年一月二十四日采纳)

Remuneration Committee members : *Independent Non-Executive Directors*
薪酬委员会成员 独立非执行董事

Mr. Sun Li Yong(孙利永先生)

upto 29/7/2011 (截至 29/7/2011)

Mr. Ru Guan Jun(茹关筠先生)

appointed on 11/3/2011(11/3/2011 委任)

Mr. Luk Guo Qing(陆国庆先生)

V

Mr. Zhu Yu Lin(竺玉林先生)

V

Mr. Lui Tin Lang(吕天能先生)

upto 18/5/2005(截至 18/5/2005)

V

Mr. Zong Pei Min(宗佩民先生)

appointed on 18/5/2005 (18/5/2005 委任)

V

Chairman of the Remuneration Committee :

薪酬委员会主席:

Mr. Zhu Yu Lin 竺玉林先生

Secretary of the Remuneration Committee :

薪酬委员会秘书:

Ms. Chen Yen Yung 陈燕云小姐

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Constitution

组织

1. The board hereby resolves to establish a Remuneration Committee of the board to be known as the Remuneration Committee.

董事会现议决于董事会辖下成立一个薪酬委员会。

Membership

成员

1. The Remuneration Committee shall be appointed by the board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive Director.

薪酬委员会成员须由董事会委任，其中大部分应为独立非执行董事。薪酬委员会的法定人数为两人，其中一人须为独立非执行董事。

2. The Chairman of the Remuneration Committee shall be appointed by the board.

薪酬委员会主席须由董事会委任。

Attendance at meetings

出席会议

1. The company secretary shall be the secretary of the Remuneration Committee. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Remuneration Committee.

薪酬委员会秘书为公司秘书。薪酬委员会秘书或其未能出席，其代表或任何一位薪酬委员会会员将出任薪酬委员会会议秘书。

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2. Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication.

薪酬委员会成员可以亲身出席方式或以其它电子通信设备形式参加薪酬委员会会议。

Frequency of meetings

会议次数

1. Meetings shall be held at least once a year.

会议次数应不少于每年一次。

Authority

权力

1. The Remuneration Committee is authorized by the board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.

董事会授权薪酬委员会按照其职权范围向公司之管理层索取进一步所需资料。

2. The Remuneration Committee is authorized 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 consider this necessary.

董事会授权薪酬委员会向外咨询法律或其它独立的专业意见；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。

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Duties

职务

1. The duties of the Remuneration Committee shall be :

薪酬委员会的职务如下:

(a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management^{Note} and on the establishment of a formal and transparent procedure for developing such policy;

就公司董事及高级管理人员^注的全体薪酬政策及架构,及就设立正规而具透明度的程序制订此等薪酬政策,向董事会提出建议;

(b) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management^{Note}, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the board of the remuneration of non-executive directors. The Remuneration Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

获立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^注的特定薪酬待遇,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),并就非执行董事的薪酬向董事会提出建议。薪酬委员会应考虑的因素包括同类公司支付的薪酬、董事须付出的时间及董事职责、集团内其它职位的雇用条件及是否应该按表现厘订薪酬等;

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- (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^{Note} 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^注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，不会对公司造成过重负担；
- (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 ensure that no director or any of his associates is involved in deciding his own remuneration; and
确保任何董事或其任何联系人不得自行厘订薪酬；及
- (g) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 17.90 of the Listing Rules.
向股东建议，如何就任何须(根据《上市规则》第 17.90 条的规定)取得股东批准的董事服务合约，进行表决。

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Reporting procedures

汇报程序

1. Draft and final versions of the minutes of the Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of meetings and reports of the Remuneration Committee to all members of the Board.

薪酬委员会会议记录的草稿及最终稿应向各薪酬委员会会员传阅及存录。薪酬委员会秘书或其代表应将薪酬委员会的会议记录及报告向董事会全体成员传阅。

Publication of the terms of reference of the Remuneration Committee

刊登审核委员会职权范围

1. The terms of reference of the Remuneration Committee will be posted on the website of the Company, and will be made available upon request.

薪酬委员会的职权范围应登载于其网站上，及只要在有人要求时，便提供有关资料。

Others

其它事项

1. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's activities and their responsibilities.

薪酬委员会的主席，或在该等委员会的主席缺席时由另一名委员（或如该名委员未能出席，则其适当委任的代表）应出席股东周年大会并在股东周年大会上回答有关薪酬委员会的职能及责任的提问。

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2. The Remuneration Committee should be provided with sufficient resources to discharge its duties.

薪酬委员会应获供给充足资源以履行其职责。

Note: “Senior management” shall refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under Rule 18.39 of the GEM Listing Rules.

注: “高级管理人员”指公司年报内提及的同一类别的人士; 按(《创业板上市规则》第18.39条的规定), 这类人士的身份须予以披露。