



# 北京控股有限公司

## BEIJING ENTERPRISES HOLDINGS LIMITED

### Terms of Reference for Remuneration Committee

#### Constitution

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

#### Membership

2. The Committee shall consist of not less than three members, a majority of whom should be Independent Non-Executive Directors. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the Board and should be an Independent Non-Executive Director.

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#### Attendance at meetings

4. The Committee may invite any director and any other persons to attend meetings.
5. The Company Secretary shall be the secretary of the Committee.

#### Frequency of meetings

6. The Committee shall meet at least once a year.

#### Authority and duties

7. The Committee is authorized by the Board to consult the Chairman of the Board and/or the Chief Executive Officer about their proposals relating to the remuneration of other executive directors.
8. The Committee shall have access to professional advice if considered necessary.
9. The duties of the Committee shall be:
  - (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
  - (b) to have the delegated responsibility to determine the specific remuneration packages of all Executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any

Appendix 14  
B.1.2

Appendix 14  
B.1.2

Appendix 14  
B.1.3

Appendix 14  
B.1.3 (a)

Appendix 14  
B.1.3 (b)

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 Committee should 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;

- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time; Appendix 14 B.1.3 (c)
- (d) to 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 relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company; Appendix 14 B.1.3 (d)
- (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; and Appendix 14 B.1.3 (e)
- (f) to ensure that no Director or any of his associates is involved in deciding his own remuneration. Appendix 14 B.1.3 (f)

### **Reporting procedures**

10. The Secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.