

Remuneration Committee

Written terms of reference for the Remuneration Committee in line with code provision B.1.3 of the Code were adopted at the Board meeting on 23 September 2005 and the majority of its members of the Committee are Independent Non-executive Directors, as required by code provision B.1.1 of the Code.



The terms of reference of the Remuneration Committee are as follows:

- (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 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 compensation payable for loss of office or appointment, and make recommendations to the board on the remuneration of non-executive directors. The remuneration 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 time to time;
- (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;
- (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
- (f) to ensure no director or any of his associates is involved in deciding his own remuneration.

The composition of the Remuneration Committee is as follows:

Roderic N.A. Sage (Chairman)	Independent Non-executive Director
Yvette Y.H. Fung	Independent Non-executive Director
David C.L Tong	Non-executive Director