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CHINA TONTINE WINES GROUP LIMITED
中國通天酒業集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00389)

董事會薪酬委員會職權範圍
Terms of reference of
the Remuneration Committee of the Board of Directors

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CHINA TONTINE WINES GROUP LIMITED
中國通天酒業集團有限公司
(“Company” and 「本公司」)

Terms of reference of the Remuneration Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
董事會 (「董事會」) 薪酬委員會 (「委員會」)
權責範圍

(中文本為翻譯稿，僅供參考用)

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| 1. <u>Constitution</u> | <u>組成</u> |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 28 October 2009. | 本委員會是按本公司董事會於2009年10月28日會議通過成立的。 |
| 2. <u>Appointment and composition</u> | <u>委任及組成</u> |
| 2.1 <i>Appointment and revocation:</i> Members of the Committee shall be appointed and removed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board. | <i>委任及罷免：</i> 委員會的成員由董事會委任及罷免。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。 |
| 2.2 <i>Composition:</i> | <i>組成：</i> |
| Members of the Committee shall: | 委員會的成員需： |
| (1) be appointed from amongst members of the Board; and | (1) 委任自本公司董事會成員；及 |
| (2) consist of not less than three in number, a majority of whom should be independent non-executive directors of the Company. | (2) 最少有三名成員，當中大部份需為本公司的獨立非執行董事。 |
| 2.3 <i>Chairman of the Committee:</i> The Chairman of the Committee shall be appointed by the Board and shall be chaired by an independent non-executive director. | <i>委員會主席：</i> 委員會主席由董事會委任、並由獨立非執行董事出任。 |

2.4 **Secretary of the Committee:** The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

3. Proceedings of the Committee

3.1 **Convening of meetings:** A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting.

3.2 **Notice:**

- (1) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.

(Note: Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraphs A.1.3 of Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"))

- (2) Notice of meeting shall be given to each Committee member, and to any other person invited to attend, in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address last notified to the secretary of the Committee by such Committee member or in such other manner as the Committee members may from time to time determine.
- (3) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (4) Notice of meeting shall state the purposes, time and venue of the meeting.
- (5) In respect of regular meetings of the Committee as mentioned in paragraph 3.4 below, and as far as practicable for all other meetings of the Committee, an agenda together with the documents which may be required to be considered by the members of the Committee for the purposes of the meeting shall be sent in full to all members of the Committee in a timely manner and in any event not less than 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

委員會的秘書：本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的委員會成員可在他們當中選出或委任其它人員作為擔任該會議的秘書。

會議程序

會議的召開：任何委員會成員或委員會秘書應委員會成員的要求時，可於任何時間召開委員會會議。

會議通知：

- (1) 除非委員會全體成員（口頭或書面）同意，委員會的會議通知期，不應少於七天。

(註：根據《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）附錄十四第A.1.3段的規定，在切實可行的範圍內，召開委員會定期會議應發出至少14天通知）

- (2) 召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或委員會成員不時議定的其他方式發送予各委員會成員及其它獲邀出席的人士（以該成員最後通知委員會秘書的電話號碼、傳真號碼、地址或電郵地址為準）。
- (3) 口頭會議通知應盡快（及在會議召開前）以書面方式確實。
- (4) 召開會議的通知必須說明會議的目的、開會時間和地點。
- (5) 以下第3.4段所指的委員會定期會議及在切實可行的情況下委員會其它所有會議，的議程及委員會成員需就會議而需考慮的文件應全部及時送交全體委員會成員，並至少在計劃舉行委員會會議日期的三天前（或全體委員會成員協議的其它時間內）送出。

3.3 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be independent non-executive directors of the Company.

3.4 **Frequency:** Regular meetings of the Committee shall be held at least once every year or more frequently if circumstances require to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.

3.5 **Votes:**

(1) A member of the Committee must abstain from voting on any resolution of the Committee in which he/she or any of his/her associates (as defined in the Listing Rules) has a material interest and shall not be counted towards the quorum of such a meeting at which the relevant resolution is considered by the Committee, unless the exceptions set out in the bye-laws of the Company or note 1 to Appendix 3 of the Listing Rules apply.

(2) Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the Chairman of the Committee shall be entitled to cast an extra vote.

(3) No Committee member may vote on any resolution of the Committee regarding his own remuneration.

4. Written resolutions

4.1 Written resolutions may be passed by all Committee members in writing.

5. Alternate Committee members

5.1 A Committee member may not appoint any person as his alternate.

6. Overriding principles

6.1 The Company should disclose its directors' remuneration policy and other remuneration related matters. The procedure for setting policy on executive directors' remuneration and all directors' remuneration packages should be formal and transparent.

法定人數：委員會會議的法定人數為兩位委員會成員，而大部份出席的成員須為本公司的獨立非執行董事。

次數：委員會每年最少應召開一次或（若有所需）以上的定期會議，以制訂有關執行董事酬金的政策及釐訂各董事的薪酬待遇。

投票：

(1) 除公司章程細則或《上市規則》附錄三附註一容許的情況外，委員會成員不得就任何其本人或聯繫人（聯繫人按《上市規則》所作的定義相同）擁有重大權益的委員會決議進行投票；在確定是否有足夠的法定人數出席考慮有關決議的委員會會議時，其本人亦不得計算在內。

(2) 委員會的決議以過半數有權出席會議並投票的委員會成員通過。當反對票和贊成票相等時，董事長有權多投一票。

(3) 委員會成員不能就有關其本身的薪酬決議上投票。

書面決議

委員會成員可以以書面決議方式通過任何決議，惟有關決議必須由所有委員會成員簽字。

委任代表

委員會成員不能委任任何人仕作為其候補。

首要的基本規則

公司應披露其董事酬金政策及其他與薪酬相關的事宜的資料；應設有正規而具透明度的程序，以制訂有關執行董事酬金的政策及釐訂各全體董事的薪酬待遇的政策。

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| 6.2 | Remuneration levels should be sufficient to attract and retain directors to run the Company and its subsidiaries (hereinafter collectively referred to as “ Group ”) successfully, without paying more than is necessary for this purpose. | 所定的薪酬的水平應足以吸引及挽留董事管好公司及其任何附屬公司（合稱「 本集團 」），而又不致支付過多的酬金。 |
| 6.3 | No director should be involved in deciding his/her own remuneration. | 任何董事不得參與訂定本身的薪酬。 |
| 6.4 | The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors and have access to independent professional advice if necessary. | 委員會應就其他執行董事的薪酬建議諮詢主席及／或行政總裁。有需要，委員會可尋求獨立專業意見。 |
| 7. | <u>Authority of the Committee</u> | <u>委員會的權力</u> |
| 7.1 | The Committee may at the expenses of the Company exercise the following powers: | 委員會可以行使以下權力，費用由本公司支付： |
| (1) | to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company’s human resources department for any changes to the proposed terms of such contract; | (1) 在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向本公司的人力資源部門就變更該等合同的條款提出建議； |
| (2) | to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management; | (2) 就執行董事及其它高級管理人員的報酬、獎金及福利提供建議； |
| (3) | to request the Board to convene a shareholders’ meeting (if necessary) for purposes of removing any director and to dismiss any employees of the Group if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly; | (3) 在有證據顯示本集團董事及其它僱員失職時，要求董事會召開股東大會（如有需要）罷免有關人員的職務； |
| (4) | to obtain outside independent legal or other professional advice on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary; | (4) 如委員會覺得有需要，可就涉及本職權範圍的任何事宜尋求外部獨立法律或其它專業意見，並確保具備相關經驗及專業才能的獨立第三方出席其會議； |
| (5) | to commission reports or surveys as are necessary to assist in the performance of its duties; | (5) 為協助履行其職務所需，委託製作報告或進行調查； |
| (6) | to be provided with and to have access to sufficient resources in order to discharge its duties; | (6) 獲供給和取得足夠資源以履行其職責； |

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| (7) | to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and | (7) | 每年檢討本職權範圍條款及本職權範圍對履行委員會職務的有效性，並向董事會提供委員會認為有需要的修改建議；及 |
| (8) | to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 8 below can be properly discharged. | (8) | 行使委員會認為為恰當履行其於第七章項下的責任而需要的權力。 |

7.2 The Committee shall be provided with sufficient resources to perform its duties. 委員會應獲提供予充足的資源以履行其職責。

8. Duties

薪酬委員會的責任

8.1 The duties of the Committee shall be:

薪酬委員會負責履行以下責任：

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| (1) | to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; | (1) | 就本公司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此等薪酬政策，向董事會提出建議； |
| (2) | to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; | (2) | 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議； |
| (3) | either (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; | (3) | 以下兩者之一：(i)獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇；或(ii)向董事會建議個別執行董事及高級管理人員的薪酬待遇，此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）； |
| (4) | to make recommendations to the Board on the remuneration of non-executive directors; | (4) | 就非執行董事的薪酬向董事會提出建議； |
| (5) | to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; | (5) | 考慮同類公司支付的薪酬、付出的時間及職責以及本集團內其他職位的僱用條件； |
| (6) | 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; | (6) | 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未與合約條款一致，賠償亦須公平合理，不致過多； |

- (7) 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
- (8) to ensure that no director or any of his associates is involved in deciding his own remuneration.

9. Minutes and records

- 9.1 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly.
- 9.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the secretary of the Committee.
- 9.3 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records within a reasonable time after the meeting or before the passing of the written resolutions. Once the minutes or, as the case may be, written resolutions, are properly signed, the secretary of the Committee shall circulate the minutes or, as the case may be, written resolutions, and reports of the Committee to all members of the Board.
- 9.4 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

10. Annual general meeting

- 10.1 The chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

- (7) 檢討及批准因董事行為失當而解僱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；若未能與合約條款一致，有關賠償亦須合理適當；及
- (8) 確保任何董事或其任何聯繫人不得參與釐訂他自己的薪酬。

會議紀錄

委員會秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。

委員會秘書需保存完整的委員會會議紀錄及委員會書面決議。

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議（視乎情況而定）的初稿及最後定稿發送委員會全體成員（初稿供成員表達意見，最後定稿作其紀錄之用）。會議紀錄或書面決議（視乎情況而定）獲簽署妥當後，委員會秘書應將委員會的會議紀錄或書面決議（視乎情況而定）和報告傳閱予董事會所有成員。

委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

週年大會

委員會的主席，或在委員會主席缺席時另一名委員會的成員，應出席本公司的股東週年大會以回應東週年大會上就委員會的活動及其職責提出的問題。

11. Continuing application of the bye-laws of the Company

本公司章程細則的持續適用

11.1 The bye-laws 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.

就前文未有作出規範，但本公司章程細則作出了規範的董事會會議程序的規定，適用委員會的會議程序。

12. Powers of the Board

董事會權力

12.1 The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程細則及《上市規則》的前提下（包括《上市規則》之附錄十四《企業管治守則》或公司自行制定的企業管治常規守則（如被採用）），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已採取的行動的有效性。

13. Publication of the terms of reference of the Committee

委員會職權範圍的刊登

13.1 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 website of the Company and on the website of The Stock Exchange of Hong Kong Limited.

委員會職權範圍應在可登載在本公司的網站及香港聯合交易所有限公司的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

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