



# **CULTURE LANDMARK INVESTMENT LIMITED**

*(Incorporated in Bermuda with limited liability)*

(the “Company”)

**(Stock Code: 674)**

## **TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE OF THE COMPANY (THE “COMMITTEE”)**

(Revised by the Company pursuant to the Board resolution passed on 6 March 2015)

### **MEMBERSHIP**

1. Members of the Committee shall be appointed by board of directors (the “Board”) of the Company. The Committee must consist of a minimum of three members, the majority of the members of the Committee must be independent non-executive directors (“INEDs”).
2. The chairman of the Committee shall be appointed by the Board and must be an INED.
3. The appointment of the members of the Committee may be revoked and additional members may be appointed to the Committee by resolutions passed by the Board.

### **ATTENDANCE AT MEETINGS**

4. The Committee may invite any director, any member of senior management (including the Head of Human Resources) or any other individual to attend meetings of the Committee.
5. The company secretary shall be the secretary of the Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

### **FREQUENCY AND PROCEEDINGS OF THE COMMITTEE MEETINGS**

6. Meetings shall be held at least once a year. Additional meetings shall be held as the work of the Committee demands.
7. The chairman of the Committee may convene additional meetings at his discretion.

8. The quorum of a meeting shall be two members of the Committee.
9. Proceedings of meetings of the Committee shall be governed by the provisions in the Bye-Laws of the Company.

#### **AUTHORITY**

10. The Committee is authorised to seek any information it requires from any employee in order to perform its duties.
11. The Committee is authorised to obtain external legal and other independent professional advice, at the Company's expense, where it considers necessary.

#### **WRITTEN RESOLUTION**

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

#### **DUTIES, POWERS AND FUNCTIONS**

13. The duties of the Committee shall include the following aspects:
  - (a) 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;
  - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
  - (c) 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. The Committee shall consult the chairman and/or chief executive about their remuneration proposals for other executive directors;
  - (d) to make recommendations to the Board on the remuneration of non-executive directors;
  - (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
  - (f) 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;

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

## **REPORTING PROCEDURE**

- 14. The Committee should report to the Board on a regular basis on its decisions or recommendations. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the findings and recommendations of the Committee. At least once annually, the Committee should present a report in writing to the Board which addresses the work and findings of the Committee during the year.
- 15. Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comment and record respectively, in both cases within a reasonable time after the meeting.

## **ANNUAL GENERAL MEETING**

- 16. The chairman of the Committee or in his absence, another member of the 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 Committee's work and responsibilities.

## **PUBLICATION OF THESE TERMS OF REFERENCE**

- 17. A copy of these terms of reference will be made available to any person without charge upon request and be posted on the respective website of the Company and The Stock Exchange of Hong Kong Limited.