



# THE HONG KONG PARKVIEW GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 207)**

## **Remuneration Committee (the “Committee”)**

### **Terms of Reference**

#### **A. Membership**

- (a) Members of the Committee shall be appointed by the board of directors (the “Board”) and shall be made up of at least three members, the majority of whom should be independent non-executive directors of The Hong Kong Parkview Group Limited ( the “Company”);
- (b) Only members of the Committee have the right to attend Committee meetings, save that members of the senior management may be invited to attend all or part of any meeting, as and when appropriate;
- (c) Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the Board; and
- (d) The Board shall appoint the Committee Chairman who shall be an independent non-executive director.

#### **B. Secretary**

The Company Secretary or his nominee shall act as the Committee’s Secretary.

#### **C. Authority**

- (a) The Committee is authorised to obtain, at the Company’s expense, independent professional advice on any matters within its terms of reference; and
- (b) The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

#### **D. Quorum**

The quorum necessary for the transaction of business by the Committee at a meeting of the Committee shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **E. Frequency of Meetings**

The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.

#### **F. Notice of Meetings**

Proceedings of the Committee's meetings shall be governed by Articles 111 to 120 of the Company's Bye-laws.

#### **G. Duties, powers and functions**

The Committee shall –

- (a) 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) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) 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;
- (d) make recommendations to the Board on the remuneration of non-executive directors;
- (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- (f) 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) review and approve the compensation arrangements in connection with dismissal or removal of directors for misconduct to ensure they are consistent with relevant contractual terms and are otherwise reasonable and appropriate;

- (h) ensure that no director or any of his associates is involved in deciding his own remuneration;
- (i) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (j) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

#### **H. Reporting Responsibilities**

The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

Updated in November 2012