



# **STYLAND HOLDINGS LIMITED**

*(the “Company”)  
(stock code: 211)*

## **TERMS OF REFERENCE OF REMUNERATION COMMITTEE (the “Committee”)**

### **MEMBERSHIP**

- (a) The Committee shall consist of at least three directors of the Company (the “Directors”) with majority of independent non-executive Directors appointed by the board of Directors (the “Board”) from time to time.
- (b) The Board shall nominate one of the independent non-executive Directors as the chairman of the Committee.
- (c) The company secretary of the Company or a nominee shall act as the secretary of the Committee.

### **FREQUENCY AND PROCEEDINGS OF MEETINGS**

- (a) The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- (b) The chairman of the Committee may convene additional meetings at his/her discretion.
- (c) The quorum of a meeting shall be two members of the Committee.
- (d) The Committee may, from time to time, invite independent advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
- (e) Proceedings of meetings of the Committee shall be governed by the provisions of the bye-laws of the Company.

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

The Committee shall –

- (a) formulate remuneration policy for approval by the Board, which shall take into account factors such as salaries paid by comparable companies, employment conditions and responsibilities, and individual performance of the Directors, senior management and the general staff. Performance shall be measured against corporate goals and objectives resolved by the Board from time to time; and implement the remuneration policy laid down by the Board;
- (b) without prejudice to the generality of the foregoing :
  - (i) establish guidelines for the recruitment of the chief executive officer and senior management ;

- (ii) recommend to the Board the policy and structure for the remuneration of Directors and senior management whilst ensuring no Director or any of his/her associates is involved in deciding his/her own remuneration;
- (iii) determine the remuneration of Directors and senior management, including benefits in kind, pension right, compensation payment (including compensation for loss of office or appointment etc). The chairman and/or the chief executive officer may be consulted respectively about the Committee's proposals relating to the remuneration of the Director and/or senior management, as the case may be;
- (iv) review and approve the compensation payable to Directors and senior management in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct and to ensure it is fair and not excessive;
- (v) determine the criteria for assessing employees' performance, which should reflect the Company's business objectives and targets;
- (vi) consider the annual performance bonus for executive Directors, senior management and the general staff, having regard to their achievements against the performance criteria by reference to market norms, and make recommendation to the Board;
- (vii) engage such external independent professional advisors to assist and/or advise the Committee on issues as it considers necessary;
- (viii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (ix) 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.

## **REPORTING PROCEDURES**

The Committee shall report to the Board when appropriate.

Adopted on 30 September 2005

Revised on 14 February 2012

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