



中國海景控股有限公司
Sino Haijing Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1106)

(“Company”)

**Terms of Reference of
the Remuneration Committee**

Revised Date: 23 March 2012

Membership

1. The Remuneration Committee shall be appointed by the Board and shall consist of not less than three members. The majority of the members of the Remuneration Committee shall be independent non-executive directors of the Company.
2. The Chairman of the Remuneration Committee shall be appointed by the Board.

Secretary

3. The Company Secretary of the Company shall be the secretary of the Remuneration Committee.

Meetings

4. The Remuneration Committee shall meet at least once a year and otherwise as required.
5. The quorum for the Remuneration Committee shall be two members.
6. Only members of the Remuneration Committee have the right to attend and vote at the meetings.
7. Notice of any meetings of the Remuneration Committee has to be given 7 days prior to any such meeting being held, unless all members unanimously waive such notice.
8. Members of the Remuneration Committee may participate in a meeting of the Committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other and participating in a meeting pursuant to this provision shall constitute presence in person at such meeting.
9. Full minutes of the Remuneration Committee should be kept by the secretary of the Remuneration Committee.

Authority

10. The Remuneration Committee is authorized by the Board:
 - (a) to seek any information it requires from any staff of the Company in order to perform its duties; and
 - (b) to obtain any legal or other professional advice on any matter within these Terms of Reference and should be provided with sufficient resources to perform its duties.

Duties

The Remuneration Committee shall have the following duties:

11. 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.
12. To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
13. To determine, with delegated responsibility, 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.
14. To make recommendations to the Board on the remuneration of non-executive directors.
15. To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
16. 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.
17. 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.
18. To ensure that no director of the Company or any of his/her associates is involved in deciding his/her own remuneration.

Reporting responsibilities and procedures

19. The secretary of the Remuneration Committee shall circulate the minutes of meetings and reports of the Remuneration Committee (if any) to all members of the Board.