

CHINA STARCH HOLDINGS LIMITED
中國澱粉控股有限公司

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

China Starch Holdings Limited (the “Company”)
中國澱粉控股有限公司(「本公司」)

Terms of Reference of the Remuneration Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
本公司董事會(「董事會」)
薪酬委員會(「委員會」)職權範圍

(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 5 September 2007. | 本委員會是按董事會於 2007 年 9 月 5 日所舉行的會議通過決議成立的。 |
| 2. <u>Membership</u> | <u>成員</u> |
| 2.1 Committee members shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company. | 委員會成員由董事會從董事會成員中挑選，由董事會委任，委員會人數最少 3 名，而大部份之成員須為本公司的獨立非執行董事。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. | 委員會主席須由董事會委任及必須是獨立非執行董事。 |
| 2.3 The company secretary of the Company shall be the secretary of the Committee. | 本公司的公司秘書為委員會的秘書。 |
| 2.4 The appointment of Committee members may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. | 經董事會及委員會分別通過決議，方可罷免或委任額外委員會成員。 |
| 3. <u>Proceedings of the Committee</u> | <u>會議程序</u> |
| 3.1 <i>Notice:</i> | <u>會議通告:</u> |
| (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. | (a) 除非獲委員會全體成員同意，召開委員會會議須發出最少七天的通告。 |
| (b) 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. Notice shall be given to each Committee member 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 from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine. | (b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須按該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址以親身口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式向各委員會成員發出。 |

- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Committee members for the purposes of the meeting.

- (c) 口頭會議通知應在可行情況下及在會議召開前盡快以書面方式確認。
- (d) 會議通告必須說明開會時間、地點，並須附上議程及委員會成員就會議可能須考慮的其他文件。

3.2 **Quorum:** The quorum of the Committee meeting shall be two Committee members, of whom one has to be an independent non-executive director.

法定人數：委員會會議的法定人數為兩名委員會成員，而其中一名成員須為獨立非執行董事。

3.3 **Frequency:** Meetings shall be held at least once every year. Additional meetings should be held if the Committee shall so request.

次數：每年最少開會一次，如有需要，可再行召開會議。

4. **Overriding principles**

首要的基本規則

4.1 Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but companies should avoid paying more than is necessary for this purpose.

公司所定的薪酬的水準應足以吸引及留聘可令公司成功營運所需的董事，但公司應避免為此支付過多的酬金。

4.2 No director should be involved in deciding his own remuneration.

任何董事不得參與訂定本身的薪酬。

4.3 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The Committee should 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，如認為有需要，委員會亦可徵求獨立專業意見。

5. **Alternate Committee members**

委任替任代表

5.1 A Committee member may not appoint any alternate.

委員會成員不得委任任何替任代表。

6. **Authority of the Remuneration Committee**

薪酬委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Board or Company's human resources department for any changes to the proposed terms of such contract ;
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;

(a) 在有關合同簽訂前，審閱所有建議與董事或高級管理人員簽訂的服務合同及向董事會或本公司的人力資源部門就變更該等合同的條款提出建議；

(b) 就執行董事及其他高級管理人員的薪酬、獎金及福利等提供建議；

- (c) to request the Board to convene a shareholders' meeting for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
 - (d) to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if necessary; and
 - (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
- (c) 在有證據顯示有關董事及／或僱員未有恰當履行職務時，要求董事會召開股東大會撤銷任何董事委任及解聘任何僱員；
 - (d) 如有需要，尋求外界法律及其他專業獨立意見以及要求有相關經驗及專業才能的外界人士參與；及
 - (e) 為使委員會能恰當地執行其於第七條項下的責任，按其認為有需要及合宜者行使有關權力。

6.2 The Committee should be provided with sufficient resources to perform its duties. 委員會應獲供給充足資源以履行其職責。

7. Duties

薪酬委員會的責任

7.1 The duties of the Committee shall be:

薪酬委員會負責履行以下責任：

- (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 determine with delegated responsibility and make recommendations to the Board, the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment;
 - (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;
- (a) 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；
 - (b) 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；
 - (c) 獲董事會轉授以下職責及提出相關建議，即釐定及向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額(包括失去或終止職務或委任的賠償)；
 - (d) 向董事會建議非執行董事的薪酬待遇；
 - (e) 考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；

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| <p>(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 relevant contractual terms and otherwise fair and not excessive;</p> | <p>(f) 檢討及批准向執行董事及高級管理人員支付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；若未能與合約條款一致，賠償亦須公平合理，不致過多；</p> |
| <p>(g) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange of Hong Kong Limited;</p> | <p>(g) 審閱及／或批准香港聯合交易所有限公司證券上市規則(「上市規則」)第十七章所述有關股份計劃的事宜；</p> |
| <p>(h) 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 otherwise reasonable and appropriate; and</p> | <p>(h) 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</p> |
| <p>(i) to ensure that no director or any of his associates is involved in deciding his own remuneration.</p> | <p>(i) 確保任何董事或其任何連繫人士不得參與釐定他自己的薪酬。</p> |

8. Minutes and records

會議記錄

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| <p>8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.</p> | <p>委員會的完整會議記錄及書面決議應由委員會秘書保存。</p> |
| <p>8.2 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 members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.</p> | <p>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，把委員會會議記錄或書面決議(視乎情況而定)的草稿及最後定稿，發送委員會全體成員供成員表達意見或記錄之用。</p> |
| <p>8.3 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.</p> | <p>委員會秘書應就本公司每個財政年度內舉行的委員會所有會議記錄存檔，以及具名記錄每名委員會成員於該財政年度的會議出席率。</p> |

9. Continuing application of the articles of association of the Company

本公司組織章程的持續適用

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| <p>9.1 The articles of association 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.</p> | <p>本公司組織章程對董事會會議及其程序的規定，在其適用及本職權範圍條文未有取代情況下，適用於委員會的會議及程序。</p> |
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10. Powers of the Board

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 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.

董事會權力

由董事會在不違反本公司組織章程及上市規則的前提下(包括上市規則之附錄 C1《企業管治守則》或本公司所採納其適用及自行制定的企業管治常規), 修訂、補充及廢除本職權範圍所有條文及委員會通過的任何決議, 惟修訂及廢除本職權範圍條文及委員會通過的決議, 並不會令到倘該等職權範圍條文或決議並無修訂或廢除原應生效的任何早前行動及決議作廢。