



凱聯國際酒店有限公司
Associated International Hotels Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code : 105)

Terms of Reference of Remuneration Committee
(the “Committee”)

Membership

1. Members of the Committee shall be appointed by the board of Directors (the “Board”) of Associated International Hotels Limited (the “Company”) from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be Independent Non-executive Directors.
2. The chairman of the Committee shall be appointed by the Board and should be an Independent Non-executive Director. In the absence of the chairman of the Committee and appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
3. The Company Secretary of the Company shall be the secretary of the Committee (the “Secretary”). The Committee may, from time to time, appoint any other person with the appropriate qualification and experience as the Secretary. The Secretary, or in his/her absence, his/her representative or any one member of the Committee, shall be the Secretary of the meeting.
4. The term of each Committee member shall be the same as his/her term as a Director. Subject to the constitutions of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.
5. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

Quorum, frequency and conduct of meetings

6. The quorum for a meeting shall be two members, among them at least one should be an Independent Non-executive Director.
7. Meetings shall be held at least once a year. The Chairman shall convene a meeting upon request of any member of the Committee.

8. Unless otherwise waived by all members of the Committee, agenda of each meeting setting out the venue, time, date and items to be discussed together with supporting papers shall be forwarded to each member of the Committee no later than 3 days before the date of the meeting.
9. Meetings could be held in person or by electronic means, including but not limited to telephone and video conference. 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.
10. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. Subject to compliance with the Listing Rules and the applicable laws and regulations, a resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

Authority

11. The Committee is authorised by the Board to carry out any activity within these terms of reference. It is authorised to seek any information it requires from any employee for the purposes of these terms of reference and all employees are directed to co-operate with it in relation to any request made.
12. The Committee should consult the Chairman and/or chief executive of the Company about its remuneration proposals for other Executive Directors and is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at the meetings if it considers necessary in executing the duties stated herein.
13. The Committee shall be provided with sufficient resources to perform its duties.
14. Management of the Company is obliged to supply the Committee with adequate information, in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than information provided voluntarily by the management of the Company, the relevant member of the Committee should make further enquiries if necessary. Each member of the Committee shall have separate and independent access to the management of the Company.

Duties

15. Duties of the Committee shall include, without limitation, the following:

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors and senior management's 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, the remuneration packages of individual Executive Director and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);
- (d) to make recommendations to the Board on the remuneration of the 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;
- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration;
- (i) to do such things to enable the Committee to discharge its responsibilities and functions conferred to it by the Board;
- (j) to review, when appropriate, and make recommendations to the Board, where necessary, on the terms of reference of the Committee;
- (k) to report to the Board on the matters under this paragraph headed "Duties"; and
- (l) to make any recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

Reporting procedure

16. The Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
17. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after such meetings. Final versions of minutes of the meetings should also be sent to the Board members.

Keeping of minutes of meetings and reports

18. A copy of all duly signed minutes of meetings and reports of the Committee should be kept by the Secretary at the registered office of the Company whilst the originals should be held in custody of Deodand (Nominees) Limited or such other person/company as designated by the Board. Such minutes and reports shall be open for inspection at any reasonable time on reasonable notice by any Director.

Annual general meetings

19. The Committee chairman should, as far as practicable, attend the annual general meetings of the Company and make himself available to respond to any shareholders' questions on the Committee's activities and responsibilities. In the absence of the Committee chairman, another member of the Committee, failing which his/her duly appointed delegate, shall attend the annual general meetings of the Company.

Terms available

20. The Committee shall make available these terms of reference on request and by including them on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Note: In case of discrepancies or inconsistencies, English version always prevails.

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