

China Infrastructure Investment Limited (the “Company”)
中國基建投資有限公司 (「本公司」)

Terms of Reference for Remuneration Committee
薪酬委員會職權範圍

Constitution

組成

1. The board of Directors (the “Board”) has resolved to establish a committee of the Board to be known as the Remuneration Committee.
1. 董事會 (「董事會」) 謹此議決於董事會下設立一個名為薪酬委員會的委員會。

Membership

成員

2. The Remuneration Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive Directors of the Company. The quorum of the Remuneration Committee meeting shall be two members.
2. 薪酬委員會的成員須由董事會委任，而其成員數目不得少於三名，當中本公司獨立非執行董事應佔大多數。薪酬委員會會議的法定人數為兩名成員。
3. The Chairman of the Remuneration Committee shall be appointed by the Board and shall be an independent non-executive Director.
3. 薪酬委員會的主席須由董事會委任，其應由獨立非執行董事出任。

Attendance at meetings

出席會議

4. The Chief Financial Officer shall normally attend meetings.
4. 首席財務總監一般須出席會議。
5. The Company Secretary shall be the secretary of the Remuneration Committee.
5. 公司秘書須出任薪酬委員會的秘書。
6. No director should be involved in and shall abstain from discussion in deciding his own remuneration or that of his associates.
6. 概無董事可參與有關決定其本身或其聯繫人士的薪酬的討論，並應避席有關討論。

Frequency of meetings

會議次數

7. Meetings shall be held at least once a year to consider and review the remuneration policies of the Company and make recommendations to the Board or as requested by the Director responsible for the human resources function (“Responsible Director”). Additional meetings shall be held as the work of the Remuneration Committee demands. In addition, the Chairman of the Remuneration Committee may convene additional meetings at his discretion.
7. 薪酬委員會應至少每年舉行一次會議，以審議及檢討本公司的薪酬政策，並向董事會提供建議，或可應負責人力資源職能的董事 (「負責董事」) 的要求而召開會議。薪酬委員會須因應其工作需要而召開額外會議。此外，薪酬委員會主席可酌情決定召開額外會議。

Authority

8. The Remuneration Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive Directors in making their recommendations relating to remuneration of other executive Directors.
9. The Remuneration Committee is and may, from time to time, seek advice from special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices. The Remuneration Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.
10. The Remuneration Committee is authorized to determine remuneration packages of individual executive Directors and senior management of the Company.
11. The Remuneration Committee should be provided with sufficient resources to perform its duties.

Duties

12. The duties of the Remuneration Committee shall be:
 - (a) to make recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) to determine the specific remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments;
 - (d) to make recommendations to the Board on the remuneration of non-executive Directors;

權限

8. 薪酬委員會就其他執行董事的薪酬提出建議時，應就彼等對其他執行董事訂立的薪酬議案諮詢主席及／或行政總裁。
9. 薪酬委員會可不時向特定人事顧問組織尋求意見，確保董事會知悉市場趨勢與常規。薪酬委員會可不時邀請顧問（包括但不限於外聘顧問或諮詢人士）參與會議以向其成員提出建議。
10. 薪酬委員會獲授權釐定本公司個別執行董事及高級管理人員的薪酬待遇。
11. 薪酬委員會應獲提供足夠資源以履行其職責。

職責

12. 薪酬委員會的職責須包括：
 - (a) 就本公司所有董事及高級管理人員的薪酬政策和架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會作出建議；
 - (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) 釐定個別執行董事及高級管理人員的特定薪酬待遇（包括非金錢利益、退休金權利及賠償金額）；
 - (d) 就非執行董事的薪酬向董事會提出建議；

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| <p>(e) to review and approve compensation payable to executive Directors and senior management in connection with any loss or termination of office or appointment to ensure that such compensation is consistent with relevant contractual terms and is otherwise fair and not excessive;</p> | <p>(e) 檢討並批准向執行董事及高級管理人員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>(f) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with relevant contractual terms and are otherwise reasonable and appropriate;</p> | <p>(f) 檢討並批准因董事行為不當而須解僱或罷免有關董事所涉及的賠償安排，以確保該等賠償安排與合約條款一致，若未能與合約條款一致，有關賠償安排亦須合理適當；</p> |
| <p>(g) to ensure that no director or any of his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) is involved in deciding his own remuneration;</p> | <p>(g) 確保概無董事或其任何聯繫人士（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））參與釐定其本身的薪酬；</p> |
| <p>(h) with respect to any service contracts of Directors that require shareholders’ approval under rule 13.68 of the Listing Rules, to advise the Board as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its shareholders as a whole;</p> | <p>(h) 就任何根據上市規則第13.68條須取得股東批准的董事服務合約，向董事會建議該等服務合約的條款是否公平合理，以及該等合約是否符合本公司及其股東的整體利益；</p> |
| <p>(i) to do any such things to enable the Remuneration Committee to perform its functions conferred on it by the Board;</p> | <p>(i) 採取任何行動使薪酬委員會履行董事會賦予的職能；</p> |
| <p>(j) to appraise the Board of significant developments in the course of performing the above duties;</p> | <p>(j) 履行上述職責時，知會董事會任何重大進展；</p> |
| <p>(k) to recommend to the Board any appropriate extensions to, or changes, in the duties of the Remuneration Committee; and</p> | <p>(k) 建議董事會對薪酬委員會的職責作出任何合適的延伸或變更；及</p> |
| <p>(l) to make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Hong Kong Exchanges and Clearing Limited’s website and the Company’s website;</p> | <p>(l) 應在香港交易及結算所有限公司網站及本公司網站上公開其職權範圍，解釋其角色以及董事會轉授予其的權力；</p> |

13. In determining any specific package, the Remuneration Committee shall take into account factors such as salaries paid by comparable companies, time commitment, responsibilities, employment conditions elsewhere in the Group and whether any part of the remuneration package should be performance-based.
 14. The Chairman of the Remuneration Committee or in the absence of the Chairman, another member of the Remuneration Committee or failing this his duly appointed delegate, should be available to answer questions at the annual general meeting.
13. 於釐定任何特定薪酬待遇時，薪酬委員會應考慮以下因素：同類公司所支付的薪酬、董事須付出的時間、職責、本集團內其他職位的僱用條件，以及任何部份的薪酬待遇應否按表現釐定。
 14. 薪酬委員會主席或倘主席未克出席，則薪酬委員會另一成員或（倘其未能出席）獲其正式委任的代表須出席股東週年大會，以於會上回應任何提問。

Procedures

15. The Chairman, in consultation with the Responsible Director and the secretary of the Remuneration Committee, should be primarily responsible for drawing up and approving the agenda for each Remuneration Committee meeting. The Chairman, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Remuneration Committee meeting. The Chairman shall, with the assistance of the Responsible Director, brief all members on issues arising at each Remuneration Committee meeting. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Remuneration Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports. The Chairman shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
 16. The secretary of the Remuneration Committee shall record minutes of all duly constituted meetings of the Remuneration Committee. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.
15. 主席的主要責任是與負責董事及薪酬委員會秘書商議，草擬及批准每次薪酬委員會會議的議程。主席須在秘書協助下，確保所有成員及時收到足夠資料，以便在薪酬委員會會議上進行有效討論。主席須在負責董事協助下，向所有成員簡報每次薪酬委員會會議提出的事項。秘書須在每次會議完結後的合理時間內，向所有成員分發薪酬委員會會議記錄及報告的草擬版本及最終版本，以供成員提出意見及存檔，惟須遵守任何限制該等分發或編製該等報告的法律或監管限制。主席須在即將舉行的定期董事會會議上報告任何重要決定，並須向董事會提呈會議及討論事項的索引。
 16. 薪酬委員會秘書須記錄薪酬委員會所有正式召開的會議的記錄。所有會議記錄須詳盡記錄薪酬委員會所審議的事項、所達成的決策或所作出的建議，以及任何成員提出的任何關注事項（包括所表達的不同意見）。

程序

17. Save as set out above, proceedings of meetings of the Remuneration Committee shall be governed by the provisions of Article 122 of the Articles of Association of the Company.

17. 除上文所述者外，薪酬委員會會議的議程須受本公司組織章程細則第122條的條文監管。

March 2012

二零一二年三月

Note : If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

註：如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。