



*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00620)**

## **REMUNERATION COMMITTEE — TERMS OF REFERENCE**

*(As revised and adopted by the Board on 27 March 2012)*

### **Constitution**

1. The board (the “Board”) of directors (the “Directors”) of UDL Holdings Limited (the “Company”) has resolved to establish a committee of the Board known as the remuneration committee (the “Remuneration Committee”) on 5 October 2005.

### **Membership**

2. The Remuneration Committee shall be appointed by the Board and shall comprise of a minimum of three members, a majority of whom shall be independent non-executive Directors.
3. The chairman of the Remuneration Committee shall be appointed by the Board and shall be an independent non-executive Director.

### **Meetings**

4. The Remuneration Committee shall meet at least once a year. The Remuneration Committee or the Board may request a meeting at such other times if they consider it necessary.
5. Notice of at least 7 days shall be given of a regular Remuneration Committee meeting, unless all members unanimously waive such notice. Notwithstanding the notice period, the attendance of members at the meeting shall be deemed waiver of the required length of notice. For all other Remuneration Committee meetings, reasonable notice shall be given.
6. The quorum of the Remuneration Committee shall be any two members.
7. Meetings can be held in person, by telephone or by video conference. Members of the Remuneration Committee may attend a meeting either in person or by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. With consent of all members, resolutions of the Remuneration Committee can be passed by written resolutions.
8. Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the members present.
9. A resolution in writing signed by all the members of the Remuneration Committee shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.

### **Attendance at meetings**

10. The Remuneration Committee may invite other Directors or any other persons it deems appropriate to attend the meetings.
11. The company secretary or his/her nominee or such other person as nominated by the Remuneration Committee shall be the secretary of the Remuneration Committee.
12. Only members of the Remuneration Committee are entitled to vote at the meetings.

### **Reporting procedures**

13. The Remuneration Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.
14. Draft and final versions of the minutes of the Remuneration Committee meetings shall be sent to all members of the Remuneration Committee for their comment and records respectively within a reasonable time after the meeting.
15. Minutes of the meetings and written resolutions of the Remuneration Committee shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any members of the Remuneration Committee or the Board.

### **Authority**

16. The Remuneration Committee shall consult the chairman of the Board and/or the chief executive officer of the Company about their remuneration proposals for other executive Directors.
17. The Remuneration Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any remuneration related information it requires from the Company's management in order to perform its duties.
18. The Remuneration Committee is authorised by the Board to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise in appropriate circumstances when necessary, at the Company's expense.
19. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

### **Duties**

20. The duties of the Remuneration Committee shall be:
  - (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 make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This shall include 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 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 make recommendations to the Board concerning the introduction of any new share incentive plans which require approval by shareholders;
  - (i) to administer and oversee the Company's share option scheme(s) and any other share incentive scheme(s) in accordance with the terms of such scheme(s);
  - (j) to consult the chairman of the Board and/or the chief executive officer of the Company about their proposals relating to the above matters;
  - (k) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
  - (l) to report to the Board on the matters set out in this terms of reference; and
  - (m) to consider other matters, as defined by the Board.

### **Recommended Best Practices**

21. Where the Board resolves to approve any remuneration or compensation arrangements with which the Remuneration Committee disagrees, the Board should disclose the reasons for its resolution in its next Corporate Governance Report.

### **Annual General Meeting**

22. The chairman of the Remuneration Committee or in his/her absence, another member of the Remuneration Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions on the Remuneration Committee's activities.

### **Availability of the Terms of Reference**

23. The Board must approve and provide written terms of reference for the Remuneration Committee. The Remuneration Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board, on both the websites of the Company and The Stock Exchange of Hong Kong Limited.

*Note: The Chinese translation thereof is for reference only and the English version shall always prevail in case of any inconsistency between the English version and the Chinese translation thereof.*