



北京京客隆商業集團股份有限公司

BEIJING JINGKELONG COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 814)

Terms of Reference of the Remuneration Committee

I、 Constitution

The Remuneration Committee (the “**Committee**”) was established pursuant to a resolution passed by the board of directors (the “**Board**”) of the Company at its meeting held on 29 July 2005.

These Terms of Reference of the Committee were approved by the Board on 29 July 2005 and were amended after the approval by the Board on 23 March 2012.

II、 Membership

1、 The Committee shall consist of three members (“**Members**”) who shall be Directors.

All Members shall be appointed by the Board, and could be removed pursuant to the Board’s sole discretion. The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “**Listing Rules**”) or any other legal requirements.

- 2、 The majority of the Members shall be independent non-executive Directors of the Company.

III、 Chairman

The chairman of the Committee shall be appointed or removed by the Board. The Committee shall be chaired by an independent non-executive Director.

IV、 Secretary

- 1、 The company secretary of the Company shall be the secretary of the Committee.
- 2、 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

V、 Authority

- 1、 The Committee shall report to the Board directly. It should consult the chairman of the Board before making recommendations to the Board on the remuneration policy and structure for executive Directors.
- 2、 The Committee is authorized by the Board to seek any remuneration-related information from the senior management of the Company in the performance of its duties.
- 3、 If necessary in the performance of its duties, the Committee may seek independent professional advice and may, if it considers necessary, invite other persons with the relevant experience and expertise to attend the meeting of the Committee, at the Company's expense. Arrangement to seek independent professional advice may be made through the company secretary.
- 4、 The Committee should be provided with sufficient resources to perform its duties.

VI、 Responsibility

The Committee shall have the following responsibilities:

- 1、 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;
- 2、 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 3、 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;
- 4、 to make recommendations to the Board on the remuneration of non-executive Directors;
- 5、 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 6、 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;
- 7、 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; and
- 8、 to ensure that no Director or any of his associates is involved in deciding his own remuneration.

VII、 Reporting

- 1、 The Committee should report its resolutions and recommendations to the Board, except for those limited by any laws or regulations.

2、The secretary of the Committee shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

VIII、 Committee meetings

1、 Frequency of meetings

The Committee must meet at least once per year, and convene more meetings upon the Committee's request.

2、 Notice

Notice of any meetings has to be given at least 5 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice is not required if adjournment is for less than 5 days.

3、 Quorum

The quorum for meetings of the Committee shall be:

- (1) 2 Members; and
- (2) the majority of the Members present must be independent non-executive Directors.

4、 Resolutions

Resolutions of the Committee shall be passed by a simple majority of votes at any meeting or through unanimous written resolutions. Meetings may be held in person, by telephone conference or video conference.

5、 Meeting minutes

Full minutes of Committee meetings should be kept by the secretary of the Committee. Draft and final versions of minutes of the nomination Committee meetings should be sent to all Members for their comment and records within a reasonable time after the meeting.

All minutes of Committee meetings shall be delivered to the Members and other members of the Board at the same time.

IX、Annual general meeting

The chairman of the Committee or, in his/her absence, another Member, shall attend the Company's Annual general meetings and be prepared to respond to shareholders' questions on the Committee's activities and its responsibilities.

X、Effective date, amendments and publication of these Terms of Reference

- 1、 These Terms of Reference shall come into effect on the date when they are approved by the Board.
- 2、 Any amendments to these Terms of Reference shall be recommended by the Committee and come into effect on the date when they are approved by the Board.
- 3、 In case of any inconsistency or ambiguity between the English version and the Chinese version, the Chinese version shall prevail.
- 4、 These Terms of Reference will be included on the respective official websites the Hong Kong Exchanges and Clearing Limited and the Company.
- 5、 A person may obtain a copy of these Terms of Reference free of charge by making a written request to the company secretary.

**For identification purposes only*