



天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

The Board of Directors (the “Board”) of the Company
TERMS OF REFERENCE AND RULES OF PROCEDURE
FOR THE REMUNERATION COMMITTEE

(Adopted by the Company pursuant to the Board resolution passed on 20 March 2012)

1 MEMBERSHIP

- 1.1 Members of the Remuneration Committee shall be appointed by the Board of the Company.
- 1.2 The majority of members of the Remuneration Committee shall be independent non-executive directors (“INEDs”).

2 CHAIRMAN

- 2.1 The chairman of the Remuneration Committee shall be appointed by the Board and must be an INED.

3 SECRETARY

- 3.1 The company secretary shall be the secretary of the Remuneration Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Remuneration Committee shall attend the meeting of the Remuneration Committee and take minutes.

4 PROCEEDINGS OF THE REMUNERATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Articles of Association of the Company (as amended from time to time) for regulating Board meetings shall apply to the meetings and proceedings of the Remuneration Committee.

4.1 Quorum

- 4.1.1 The quorum for meetings of the Remuneration Committee shall be any two members.

* *For identification purposes only*

4.2 Frequency of meetings

4.2.1 The Remuneration Committee shall hold at least one regular meeting in a year. Additional meetings of the Remuneration Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment (through which all persons participating in the meeting are capable of hearing each other).

4.3.2 The other directors, company secretary (or his/her delegate(s)), head of human resources and relevant senior management and any persons(s) invited by a Committee member shall normally attend meetings of the Remuneration Committee.

4.4 Notice of meetings

4.4.1 A meeting of the Remuneration Committee may be convened by any of its members or by the company secretary.

4.4.2 Unless otherwise agreed by all the members of the Remuneration Committee, notice of at least five days (including the date of the meeting but with the date of the notification excluded) shall be given for a regular meeting of the Remuneration Committee.

4.4.3 Notice of meetings may be given to the Committee members by oral, in writing or through telephones, facsimiles or e-mails according to the telephone numbers and addresses notified by the Committee members to the company secretary from time to time or be sent to the members of the Remuneration Committee by means as agreed by the Committee members from time to time.

4.4.4 Agenda and accompanying supporting papers shall be sent to all members of the Remuneration Committee and to other attendees at least two days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1 Full minutes of the Remuneration Committee shall be kept by the company secretary. The company secretary shall send draft and final versions of minutes of Committee meetings to all Committee members for their comment and records, respectively, within a reasonable time after the meeting and send all written resolutions of the Committee to all members of the Board within a reasonable time.

4.6 Written resolutions

4.6.1 A resolution signed in writing by all members of the Remuneration Committee shall be valid as if they had been passed at a meeting of the Remuneration Committee duly convened and held.

5 RESPONSIBILITIES AND AUTHORITIES

The Remuneration Committee shall have the responsibilities and authorities hereunder:

- 5.1 To make recommendations to the Board on the Company's policy and structure for all directors', supervisors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 5.2 To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 5.3 Either:
 - (i) to determine, with responsibility delegated by the Board, the remuneration packages of individual executive director and senior officer; or
 - (ii) to make recommendations to the Board on the remuneration packages of individual executive director and senior officer.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- 5.4 To make recommendations to the Board on the remuneration of non-executive directors;
- 5.5 To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 5.6 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;
- 5.7 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 that are otherwise reasonable and appropriate;
- 5.8 To ensure that no director or any of his associates is involved in deciding his own remuneration;

- 5.9 The Remuneration Committee shall be provided with sufficient resources by the Company to perform its duties and shall have access to independent professional advice if necessary at the Company's expense;
- 5.10 All members of the Remuneration Committee shall have access to the advice and services of the company secretary, and separate and independent access to the Company's senior management for obtaining necessary information.
- 5.11 The Remuneration Committee shall disclose its terms of reference on the websites of The Stock Exchange of Hong Kong Limited and the Company, explain its role and the authorities delegated by the Board.

6 REPORTING RESPONSIBILITIES

- 6.1 The Remuneration Committee shall report to the Board after each meeting.

7 ANNUAL GENERAL MEETING

- 7.1 The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Remuneration Committee's work and responsibilities.

8 POWERS OF THE BOARD

- 8.1 The Board may, subject to compliance with the Articles of the Company and the GEM Listing Rules (including the Corporate Governance Code), amend, supplement and revoke all rules of the resolution from time to time provided that no amendments and supplements to and revocation of these rules of the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such rules of the resolution had not been amended or revoked;

- Notes:* 1. If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the Chinese version shall prevail.
2. "Senior management" refers to the same persons referred to in the Company's annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries; heads of divisions, departments or other operating units within the group as, in the opinion of the Company's directors, is appropriate.