



中國基建港口有限公司*

CIG Yangtze Ports PLC

(Incorporated in the Cayman Islands with limited liability)

(hereafter the “Company”)

Remuneration Committee — Terms of Reference

1. Members

- 1.1 The remuneration committee should be established by the board of the Company (“**Board**”).
- 1.2 The majority of remuneration committee members (“**Members**”) must be independent non-executive director.
- 1.3 The remuneration committee must be chaired by an independent non-executive director and appointed by the Board.
- 1.4 The term of appointment to remuneration committee members are determined by the Board at the appointment date.

2. Secretary

- 2.1 The company secretary of the Company shall act as the secretary of the remuneration committee.
- 2.2 The remuneration committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the remuneration committee.

3. Meeting

- 3.1 The remuneration committee should meet at least once a year.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the remuneration committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, no notification will be required for such follow up meeting.
- 3.3 The quorum necessary for the transaction of business of the remuneration committee shall be two members of the remuneration committee, one of whom must be an independent non-executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the remuneration committee can attend the meeting via telephonic or any similar communication device.

- 3.5 The resolution of the remuneration committee should be passed by more than half of the members present at the meeting.
- 3.6 The resolution passed and signed by all members of the remuneration committee shall be valid, and the validity shall be the same as any resolution passed in the meeting held.
- 3.7 Full minutes of remuneration committee meeting should be kept by the secretary of the remuneration committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and record, within 14 days after a meeting.

4. Meeting attendance

- 4.1 Upon invitation from the remuneration committee, any relevant personnel may be invited to attend all or part of any meeting.
- 4.2 Only a member of remuneration committee can vote for or against a resolution proposed in a remuneration committee meeting.

5. Annual General Meeting

- 5.1 The chairman of remuneration committee or (if absent) one other member of remuneration committee (must be an independent non-executive director) should attend the annual general meeting of the Company, handle shareholders' enquiries on matters within the responsibility of the remuneration committee.

6. Duties and Powers

The remuneration committee shall have the following duties and powers:

- 6.1 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;
- 6.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 6.3 either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on 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;
- 6.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 6.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

- 6.6 to review and approve the 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;
- 6.7 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
- 6.8 to ensure that no director or any of his associates is involved in deciding his own remuneration.

7. Reporting responsibility

- 7.1 The remuneration committee shall report to the Board after every meeting of the remuneration committee.

8. Authority

- 8.1 The remuneration committee should consult the chairman of the Board and/or the chief executive about their remuneration proposals for other executive directors.
- 8.2 The remuneration committee is authorized to request the senior management of the Company to provide any required information or resources relating to the remuneration to perform its duties.
- 8.3 The remuneration committee should have access to independent professional advice at the expense of the Company if necessary, in order to fulfill its responsibility.
- 8.4 The remuneration committee should be provided with sufficient resources to perform its duties.

Adopted on the 30 March 2012.

* *For identification purpose only*