Remuneration Committee

The Company established the Remuneration Committee on 14 October 2010, which took effect upon the Company's listing.

The principal role and function of the Remuneration Committee are to (a) make recommendations to the Board on the Company's policy and structure of the remuneration of the Directors and the senior management and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) assess the performance of the executive Directors and approving their terms of their service contracts; (c) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; (d) make recommendations to the Board on the remuneration packages of individual executive director and senior management of the Company which include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; (e) make recommendations to the Board of on the remuneration of non-executive directors of the Company; (f) review and approve the remuneration payable to the executive directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with relevant contractual terms and is otherwise fair and not excessive; (g) 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 (h) ensure that no director of the Company or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration; and (i) review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

The Remuneration Committee comprised three members, namely, Dr. DONG Li (the executive Director), Ms. HO Kit Ling and Mr. LAU Chi Kit, the latter two being independent non-executive Directors. Mr. LAU Chi Kit is the chairman of the Remuneration Committee.

Nomination Committee

The Company established the Nomination Committee on 14 October 2010, which took effect upon the Company's listing.

The principal role and function of the Nomination Committee are to (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and the board diversity policy (the "Board Diversity Policy") which aims to set out the approach to achieve diversity on the Board; (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (c) assess the independence of the independent non-executive directors; and (d) make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive.

The Nomination Committee comprised five members, namely, Dr. DONG Li (executive Director), Ms. HONG Yu (executive Director), Ms. HO Kit Ling, Mr. LAU Chi Kit and Mr. LU Zhiqiang, the latter three being independent non-executive Directors. Dr. DONG Li is the chairman of the Nomination Committee.

Audit Committee

The Company established the Audit Committee on 14 October 2010, which took effect upon the Company's listing.

The principal role and function of the Audit Committee are amongst others to (a) review the financial statements and reports and consider any significant or unusual items raised by the staff responsible for the accounting and financial reporting function or external auditor before submission to the Board; (b) review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and (c) review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee comprised three members, namely, Ms. HO Kit Ling, Mr. LAU Chi

Kit and Mr. LU Zhiqiang, all of whom are independent nonexecutive Directors. Ms. HO Kit Ling is the chairman of the Audit Committee and she possesses relevant accounting and financial management expertise.