



**Article 6** The Secretary to the

**Article 12** Chairman of the Committee shall attend Annual General Meeting  
(if the Chairman is not able to attend, the Chairman of the Board shall invite  
another member of the Committee to attend the meeting; if the member  
invited is not able to attend, the delegate appointed by the member shall attend  
the

- (9) Review and approve the arrangement of compensation of some directors who are dismissed or removed due to misconduct to ensure the congruence between the compensation and terms of contract; in case of inconsistency between the compensation and terms, the compensation shall be proper and reasonable;
- (10) Ensure any director or other contacts are not involved in determining the remuneration per se;
- (11) Proposing to the Board of Directors regarding the formulation or amendment of equity incentive plans, employee stock ownership plans, and the conditions for incentive recipients to obtain or exercise their rights and interests;
- (12) Proposing to the Board of Directors on the arrangements for directors and senior management to implement stock ownership plans in the proposed spin-off subsidiaries;
- (13) Supervising the implementation of the remuneration system of the Company; and
- (14) Other authority regulated by laws, regulations, listing rules of the listing venue and authorized by the Board.

**Article 14** Put forth by the Committee, the remuneration plans for Directors of the Company shall be implemented upon approval of the Board and consideration and approval of the general meeting of shareholders. The remuneration distribution schemes for Senior Management of the Company shall be submitted to the Board for approval.

**Article 15** The Committee shall recommend to the Board matters related to the remuneration of the CEO and other Senior Management and Top Management:

- (1) Annual short-term incentive performance targets and missions;
- (2) Assessing annual duty performance against such targets and missions, and determining the annual incentive remuneration (bonus) for the CEO and other Senior Management and Top Management according to the assessment results;
- (3) Annual adjustments to the base salary;
- (4) Long-term incentive opportunity; and
- (5) Any special, supplemental or other perquisites.

**Article 16** The Committee shall review the remuneration policies at least once a year and report the results to the Board, which involves:



**Article 25** Any meetings of the Committee shall have minutes of the meetings signed by all members present at such meetings. The secretary to the Committee shall be responsible for the preparation, circulation and signing and archiving of such minutes.

**Article 26** Committee shall answer for the Board. Any opinions made and resolutions passed at a meeting of the Committee shall be reported in written form to the Board of the Company.

Should the Board of Directors not adopt or only partially adopt the recommendations of the Committee, the Board of Directors shall record the opinions of the Committee and the specific reasons for non-adoption in its resolution, and disclose such information.

**Article 27** The convening procedure, voting procedure and proposals passed in the meeting shall abide by pertinent laws, regulations, listing rules of the listing venue, Articles of Association and these Rules of Procedure.

**Article 28** All participants at a meeting shall be obliged to keep confidential all matters discussed in such a meeting and shall not disclose any relevant information