

C C LAND HOLDINGS LIMITED
(the “Company”)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Establishment

1.1 The board of directors (the “Board”) of the Company has resolved to establish a Remuneration Committee (the “Committee”).

2. Membership

2.1 The Committee shall be appointed by the Board from amongst the directors of the Board and shall comprise not less than three members, a majority of whom should be independent non-executive directors.

2.2 The Chairman of the Committee shall be appointed by the Board from amongst the members of the Committee who are independent non-executive directors.

3. Attendance at Meetings

3.1 The quorum shall be three members, with a majority of presence represented by the independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.2 The Company Secretary of the Company shall be the secretary of the Committee.

4. Frequency of Meetings

4.1 The Committee shall meet not less than once a year and at such other times as the Chairman of the Committee shall require.

5. Annual General Meeting

5.1 The Chairman of the Committee or any other member of the Committee shall attend the Company’s annual general meeting and be prepared to respond to any shareholders’ questions on the Committee’s activities and responsibilities.

6. Authority

6.1 The Committee is authorized by the Board:

- 6.1.1 to consult the Chairman of the Board and/or the Chief Executive about their remuneration proposals for other executive directors;
- 6.1.2 to seek any information it requires from any director or employee of the Company in order to perform its duties; and
- 6.1.3 to obtain outside legal or other independent professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to prior discussion with the Chairman of the Board concerning the likely costs.

7. Duties

7.1 Duties of the Committee shall include:

- 7.1.1 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;
- 7.1.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 7.1.3 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;
- 7.1.4 to make recommendations to the Board on the remuneration of Non-Executive Directors;
- 7.1.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 7.1.6 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;
- 7.1.7 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

7.1.8 to ensure that no Director or any of his associates is involved in deciding his own remuneration.

8. Reporting Procedures

8.1 The Committee shall report to the Board on its decisions or recommendations.

9. Publication of the Terms of Reference

9.1 The terms of reference of the Committee were posted on the websites of The Stock Exchange of Hong Kong Limited and of the Company.

30 March 2012