

GENTING HONG KONG LIMITED
(the “Company”)

TERMS OF REFERENCE
OF
THE REMUNERATION COMMITTEE (the “Committee”)

Membership

1. The Committee shall be appointed by the Board of Directors of the Company (the “Board”) and shall consist of not less than two members and a majority of whom shall be Independent Non-executive Directors. Any member so appointed shall hold office only until the next Annual General Meeting of the Company and can be re-appointed by the Board. A quorum shall consist of at least two Independent Non-executive Directors.
2. The Chairman of the Committee, who shall be a member of the Committee and an Independent Non-executive Director, shall be appointed by the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.

Attendance at meetings

3. Only members of the Committee shall have the right to attend Committee meetings. Other persons including but not limited to any Director, the Head of Human Resources and external advisers may be invited by the Committee to attend for all or part of any meeting as and when appropriate.
4. The Head of the Human Resources or his/her nominee shall act as the secretary of the Committee.

Proceedings of meetings and resolutions

5. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality of votes, the Chairman presiding at the meeting shall have a second or casting vote.
6. Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provisions of the Bye-laws of the Company for regulating the proceedings of meetings of Directors.
7. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents in like form.
8. Meetings shall be held at least once a year. Additional meetings shall be held as the work of the Committee demands.

9. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee. In so far as practicable, notice of each meeting together with an agenda of items to be discussed as well as supporting papers, shall be forwarded to each member of the Committee and any other person required to attend, at least 3 days (or other agreed period) before the intended date of the meeting.

Authority

10. The Committee is authorised by the Board to seek any remuneration and benefits related information it requires from the management of the Company in order to perform its duties.
11. The Committee is authorised by the Board to obtain, at the Company's expense, any independent professional advice, including but not limited to remuneration consultancy and legal advices, and to secure the attendances of outsiders with relevant experience and expertise if it considers this necessary in order to perform its duties. The Committee shall be provided with sufficient resources to discharge its duties.
12. The Committee shall consult the Chairman of the Board and/or the Chief Executive Officer about their remuneration proposals for other Executive Directors.

Functions and duties

13. The functions and duties of the Committee shall be:
 - (a) to review and make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and Senior Management and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) to review and determine the remuneration packages of individual Executive Directors and Senior Management including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointments); to review and make recommendations to the Board on the remuneration of Non-executive Directors (including Independent Non-executive Directors); and to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

- (d) 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;
- (e) 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;
- (f) to ensure that no Director or any of his associates is involved in deciding his own remuneration;
- (g) when the occasion arises, to advise Shareholders on how to vote with respect to any service contracts of Directors that require Shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- (h) to consider other topics, as may be delegated by the Board.

Delegation

14. The Committee is authorised to delegate any of its powers and functions as the Committee deems appropriate to Senior Management.

Reporting procedures

15. The secretary shall circulate minutes of the Committee meetings to all members of the Committee and once agreed, to all members of the Board unless a conflict of interest exists where the Committee Chairman may decide otherwise as he considers appropriate.
16. The Committee shall report to the Board on its findings, decisions and/or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Note:

Senior Management in these Terms of Reference refers to the same persons referred to in the Company's annual report.