

## Remuneration and Nomination Committee Charter

薪酬与提名委员会章程

China Track Limited

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## 1. Introduction

### 介绍

- 1.1 The Remuneration and Nomination Committee (**Committee**) has been established as a committee of the board of directors (**Board**) of China Track Limited (**Company**).

薪酬与提名委员会（简称“委员会”）是由 China Track Limited（简称“公司”）的董事会设立的董事委员会。

- 1.2 This Charter sets out the role, authority, responsibilities, composition and procedural requirements of the Committee.

本章程设立了该委员会的角色、权力、职责、架构和程序要求。

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## 2. Role and objectives

### 地位与宗旨

- 2.1 The Committee's role and objectives are to support and advise the Board in fulfilling its responsibilities to shareholders and employees of the Company, by:

该委员会的角色与宗旨是通过以下事项向董事会提供支持和建议，以助其履行其对公司股东和雇员的义务：

- (a) endeavouring to ensure that:

致力于确保：

- (i) the directors and senior executives of the Group are remunerated fairly and appropriately;
- 董事和高级主管都能得到公平和适当的薪酬；
- (ii) the remuneration policies and outcomes of the Group strike an appropriate balance between the interests of the Company's shareholders, and rewarding and motivating the executives and employees in order to secure the long term benefits of their energy and loyalty;
- 集团的薪酬政策与成效能够使得公司股东利益与奖励和激励主管和雇员以确保他们的精力和忠诚所带来的长期利益之间达到适当平衡；以及
- (iii) the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Group as determined by the Board;

人力资源政策和实施与董事会制定的集团策略导向和集团目标一致且互补；

- (iv) short and long term incentives are challenging and linked to the creation of sustainable shareholder returns; and  
短期和长期激励机制具有挑战性，并与持续创造股东回报相关联；以及
- (v) any termination benefits are justified and appropriate;  
任何解聘补贴是合理并适当的；
- (b) reviewing and advising the Board on the composition of the Board and its Committees and the necessary and desirable competencies of Board members;  
审查和建议董事会关于董事会及其委员会的架构，及其必要和需要的董事会成员的能力需求；
- (c) developing a process for the evaluation of the performance of the Board, its committees and individual executive and non-executive directors;  
发展评估董事会，董事委员会以及每位执行和非执行董事业绩的程序；
- (d) ensuring that proper succession plans for Board members and senior executives are in place for consideration by the Board; and  
确保恰当的董事会成员和资深管理团队的继任计划已经到位，以供董事会考虑；以及
- (e) advising the Board on induction and continuing professional development programs for directors.  
向董事会建议董事的就职和持续专业发展计划。

## 2.2 In order to fulfil its responsibilities, the Committee will have the right:

为满足其职责，委员会将有权：

- (a) to obtain information from management; and  
从管理层获取信息；以及
- (b) to seek advice from external consultants or specialists where the Committee considers that necessary or appropriate to allow the Committee to make its determinations or recommendations to the Board.  
在委员会认为有必要或适当的情况下，为作出决议或向董事会提出的建议而向外部顾问或专家寻求意见。

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## 3. General remuneration responsibilities

### 一般薪酬职责

- 3.1 In relation to its remuneration function, the Committee is required to review and make recommendations to the Board about (where applicable):

就其与薪酬有关的职能而论，委员会将会对以下事项进行审查并对董事会提出建议（若有需要）：

- (a) the terms of remuneration for the executive and non-executive directors and other senior executives of the Group from time to time including the criteria and processes for assessing performance;  
不时(审查和建议)集团执行和非执行董事以及其他高级主管薪酬条款，包括业绩评估标准；
- (b) the process for, and report to the Board on the outcomes of, remuneration reviews for:  
薪酬审查的程序，并向董事会汇报以下人员的审查结果：
  - (i) each non-executive director;  
每位非执行董事；
  - (ii) the executives collectively; and  
所有主管整体；以及
  - (iii) each executive director and other senior executives of the Company;  
每位执行董事以及集团其他高级主管；
- (c) changes in remuneration, recruitment, retention and termination policies and practices, including superannuation and other benefits, personnel practices, and industrial relations strategies;  
薪酬、招聘、员工留用、解聘政策和惯例，包括退休金和其他福利、人事惯例与产业关系策略的任何变更；
- (d) compliance with relevant legal and regulatory requirements in relation to any such remuneration, equity plans and termination benefits, including obtaining any shareholder approvals which are necessary;  
薪酬、股权计划和解聘补贴是否符合相关法律和法规的要求，包括必要时寻求股东批准；
- (e) employee equity plans and allocations under those plans;  
员工股权计划以及在这些计划下的股权分配；以及
- (f) the disclosure of remuneration strategies, policies and practices within the Group and, if necessary to the Australian Securities Exchange (ASX) and other regulatory authorities;  
向集团和澳大利亚证券交易所（简称“澳交所”）和其他监管局作出的披露薪酬策略、政策和惯例。
- (g) the preparation and approval of the remuneration report to be included in the Annual Report in accordance with the *Corporations Act 2001* (Cth);

依据澳大利亚联邦公司法（2001）准备和批准包含在年度报告内的薪酬报告；

- (h) facilitating shareholder and other stakeholder engagement in relation to the Company's remuneration strategies, policies and practices; and  
协助股东和其他利益相关者参与有关的公司薪酬策略，政策和惯例；以及
- (i) whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees.

确认董事，高级管理人员或其他雇员的薪酬是否反映任何性别歧视或其它不当的歧视。

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## 4. Specific remuneration responsibilities

### 特别薪酬职责

- 4.1 In order to fulfil its responsibilities relating to remuneration, the Committee will (where applicable):

为了履行关于薪酬的职责，委员会将会（若有需要）：

### Executive remuneration generally

#### 主管薪酬方面

- (a) review and evaluate market practice and trends in remuneration matters;  
审查和评估关于薪酬的市场惯例和趋势；
- (b) review and make recommendations to the Board regarding executive remuneration generally including, but not limited to, base pay, incentive payments, equity awards and service contracts;  
审查和向董事会做出关于主管薪酬的建议，一般包括但不限于基本工资、奖金、激励股权和服务合同；
- (c) consider whether to seek shareholder approval of the executive remuneration and, if shareholder approval is not required, whether to disclose any specific remuneration terms (such as termination payments) to ASX;  
考虑是否需要寻求股东对主管薪酬进行批准，如果不需要股东批准，则考虑是否应当就特殊薪酬条款（例如解聘补贴）向澳交所通告；
- (d) oversee the implementation of executive remuneration within the Group;  
监督集团内主管薪酬的执行；

### Executive directors and senior management

#### 执行董事和其他高级管理层

- (e) review and make recommendations to the Board on the specific remuneration for each executive director (including base pay, incentive payments, equity awards, termination payments and service contracts), determine whether any shareholder approvals are required and ensure that any equity-based executive remuneration is made in accordance with shareholder approvals;

审查和向董事会就每个执行董事的特定报酬（包括基本工资、奖金、激励股权、解聘补贴和服务合同）提出建议，判断是否需要股东批准，并且确保任何与股权相关的主管薪酬得到股东批准；

- (f) review and make recommendations to the Board regarding the specific remuneration (including base pay, incentive payments, equity awards, termination payments and service contracts) for each senior executive of the Company;

审查和向董事会就每位集团高级主管特别薪酬（包括基本工资、奖金、激励股权、解聘补偿和服务合同）提出建议；

## Non-executive director remuneration

### 非执行董事薪酬

- (g) review and establish the level of remuneration for non-executive directors, including fees, superannuation and other benefits. The level of director remuneration is to be set so as to attract the best candidates for the Board while maintaining a level commensurate with boards of similar size and type;

审查和建立非执行董事薪酬水平，包括退休金和其他福利。董事薪酬水平是为了为董事会吸引人才，并与类似大小和类型的公司董事会保持类似的水平；

- (h) where necessary recommend that the Board seek an increase in the amount of remuneration for non-executive directors approved by shareholders;

在需要的时候向董事会提议已经得到股东批准的提高非执行董事薪酬的建议；

- (i) consider if any equity based remuneration is appropriate for non-executive directors;

考虑是否应当向非执行董事发放激励股权；

## Equity based and long term incentive plans (LTIs)

### 基于股权的激励计划及长期激励计划（长期激励计划）

- (j) review, at least annually, and make recommendations to the Board regarding the design of all equity based and/or LTI plans;

至少每年审查，并且向董事会就所有基于股权的激励计划和/或者长期激励计划的设计提出建议；

- (k) keep all plans under review in the light of legislative, regulatory and market developments and make recommendations to the Board regarding proposed amendments to any such plans;

根据立法、监管规定以及市场的发展确保所有激励计划均受到适当审查并就该等计划的修改提议向董事会作出推荐；

- (l) for each such plan, determine each year whether awards will be made under that plan;  
每年决定是否会在各激励计划项下做出奖励；
- (m) review and make recommendations to the Board regarding proposed aggregate and individual awards under each plan, including determining the applicable eligibility criteria and vesting and exercise conditions;  
审查并向董事会就拟定的各激励计划项下的集体和个人奖励做出建议，包括确定适用的资格标准和授予条件及行使条件；
- (n) review and make recommendations to the Board regarding the administration and allocation of individual interests in awards which are held in a trust or similar structure;  
审查并向董事会就在信托或者类似结构下持有的奖励的管理和个人利息的分配做出建议；
- (o) review and make recommendations to the Board regarding performance hurdles for such plans, if appropriate;  
审查并且在有必要的时候就该计划的执行障碍提出建议；
- (p) administer the operation of the plans, including determining disputes and resolving questions of fact or interpretation concerning the plans;  
执行计划的运作，包括解决争议和事实问题或有关计划的解释；

## Short term incentives

### 短期激励

- (q) review, at least annually, and make recommendations regarding short term incentives, performance targets and bonus payments for executives, management, employees and contractors; and  
至少每年审查，并且就主管、管理层、雇员和合同工的短期激励提出建议；并且

## Performance reviews

### 业绩考评

- (r) review and report to the Board on the performance of executive directors, non-executive directors and senior executives.  
考评并且向董事会汇报关于执行董事、非执行董事以及高级主管的业绩。

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## 5. Nomination responsibilities

### 提名职责

- 5.1 In relation to its nomination function, the Committee is required to:

就其提名的职责，委员会必须：

- (a) develop and implement processes for the evaluation of the performance of the Board, its Committees and individual executive and non-executive directors and regularly review those processes;  
建立评估董事会及其委员会以及每位执行和非执行董事的业绩评估程序，并且定期审查这些程序；
- (b) establish criteria for Board membership;  
建立董事会成员资格的标准；
- (c) review and make recommendations to the Board regarding the size and composition of the Board;  
审核并向董事会作有关董事会大小和构成的建议；
- (d) develop and review the process for the selection, appointment and re-election of directors;  
制定并审查董事甄选、委任及重新选举的过程；
- (e) establish a skills matrix setting out the mix of skills and diversity the Board has or is looking to achieve;  
建立一个技能分布图，制定出董事会目前具有或正在寻找实现的技能和多元化组合；
- (f) periodically assess the skills, experience and expertise required to discharge the Board's duties, having regard to the strategic direction of the Company, and make recommendations to the Board about the necessary and desirable competencies of directors, the time expected to be devoted by non-executive directors in relation to the Company's affairs, and plans for enhancing director competencies;  
在考虑公司的战略方向的前提下，定期评估履行董事会职责所需的能力，经验和专业知识，并且向董事会就董事所需具备的能力以及非执行董事为处理公司事务所投入的时间长度提出建议；
- (g) identify and make recommendations to the Board for the appointments of new Board candidates having regard to the policy stated in section 7 below;  
确定并向董事会提出符合下列第 7 条政策的新董事会候选人建议；
- (h) inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director;  
根据公司章程的条款，通知董事会即将离任的董事的姓名，并且向董事会提议董事会是否应当支持再提名该董事。
- (i) establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the



director to commence their appointment to the Board, including information and advice regarding:

建立和为新董事就职计划提供便利，并且提供被认为必要的或者可取的，对新董事开始其在董事会有利的工作的信息和建议，包括关于以下方面的信息和建议：

- (i) the Company's financial, strategic, operational and risk management position;  
集团财务、策略、经营和风险管理状态；
- (ii) the rights, duties and responsibilities of the directors;  
董事的权力、职责和义务；
- (iii) the roles and responsibilities of senior executives; and  
高级主管的地位和义务；以及
- (iv) the role of Board committees;  
董事委员会的角色；
- (j) develop and review continuous professional development programs for directors in order to enhance director competencies and develop and enhance directors' skills and knowledge on key developments effecting the Group and the industry in which it operates;  
制定并审查为增强董事能力的持续专业发展计划，并制定并强化董事在影响集团和和所属产业的主要发展的能力和知识；
- (k) review nomination practices against measurable objectives for achieving gender diversity;  
以争取性别平衡的目标下，审查提名惯例；
- (l) identify any specific responsibilities of individual Board members, including the Chair;  
提出每位董事会成员的特殊职责，包括董事会主席的职责；
- (m) review the time required to be committed by non-executive directors to properly fulfil their duties and whether non-executive directors meet these requirements;  
审查非执行董事适当履行自己的义务的所需时间，以及是否满足其义务；
- (n) assist the Board in assessing the independence of each non-executive director;
- (o) review succession planning for Board members and provide advice to the Board on whether succession plans are in place to maintain an appropriate balance of skills, experience, expertise and diversity on the Board;  
审查董事会成员的继任计划以及向董事会介绍该继任计划是适合于保持技能、经验和专业知识之间的平衡；

- (p) review succession planning for the Chief Executive Officer and other key executives of the Group;  
审查本集团首席执行官及其他主要管理人员的继任规划；
  - (q) review the performance of the Chair and report results of the evaluation to the Board;  
and  
审查主席的业绩，并将考评结果报告给董事会；及
  - (r) review the membership and performance of other Board committees and make recommendations to the Board.  
审查其他董事委员会的成员身份和业绩，并且向董事会做出建议。
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## 6. Board approvals

### 董事会批准

- 6.1 Before implementing any of the following proposals the Board will request the Committee to review the proposal and make a recommendation to the Board in relation to it:

在执行以下任何提议之前，董事会将要求委员会对该提议进行审查和提出相关建议：

- (a) any change to the remuneration or contract terms of the executive directors and any other senior executives of the Company;  
任何对执行董事和其他集团高级主管的薪酬和合同条款的修改；
- (b) any amendment to any short term incentive scheme adopted by the Company and allocation of sums under the short term incentive scheme to directors and senior executives;  
任何公司采纳的就短期激励计划的修改，以及对董事和高级主管的短期激励计划内的资金分配；
- (c) the design of any new equity or share plan or executive incentive or option plan, or the amendment of any existing equity or share plan or executive incentive or option plan;  
设计新股权或股份激励计划、主管激励计划或期权计划，或修改任何现存股权或股份计划或主管激励或期权计划；
- (d) the total level of award proposed from equity or share plans or executive incentive or option plans; and  
在股权计划或主管激励计划或期权计划中建议的总奖励额度；以及
- (e) any proposed termination payment to the executive directors and any other senior executives of the Company which has not been previously reviewed and recommended by the Committee. A termination payment to any other departing executive must be reported to the Committee at its next meeting.

任何对执行董事和集团其他高级主管的且尚未被委员会审查和推荐的提议的解聘补贴。对任何准备离任的主管的解聘补贴必须在委员会的下一次会议中汇报。

## 7. Selection and appointment of new directors

### 新董事的选拔及任用

#### 7.1 Factors to be considered when reviewing a potential candidate for appointment as a director include:

审查任命为董事的潜在候选人时所应考虑的因素包括：

- (a) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;

能最大程度上增加董事会效用的技能、经验、专长和个人品质；

- (b) the existing composition of the Board, having regard to the objective that the Board should comprise a mix of executive and non-executive directors and comprise directors with a broad range of skills, knowledge, expertise and experience from a diverse range of backgrounds;

董事会现有架构并客观考虑到董事会内应是执行及非执行董事的组合并包括拥有广泛技能、知识、专长经验且来自不同背景的董事；

- (c) the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other board or executive appointments);

候选人是否能在职责上投入所需时间以及精力（此包括考虑其他董事会或执行官任命的事项）；

- (d) potential conflicts of interest;

潜在利益冲突；

- (e) the independence of the candidate, with reference to the criteria for an independent director set out in the Board Charter; and

参照董事会章程所设立的独立董事标准所确定的候选人的独立性；及

- (f) the Board's commitment to promoting diversity on the Board.

董事会致力于推广多元化的目标。

#### 7.2 Detailed background information in relation to a potential candidate should be provided to all directors.

有关潜在候选人的详细背景资料应向全体董事提供。

#### 7.3 Appropriate checks should be undertaken before appointing a potential candidate or putting forward a candidate to shareholders for approval, which should include checks as to the person's character, experience, education, criminal record and bankruptcy history.

在任命候选人或把候选人推荐给股东进行批准前，应进行适当的调查，调查应包括对该人的品格、经历、教育、犯罪记录和破产历史的调查。

- 7.4 The identification of potential candidates may be assisted by the use of external search organisations as appropriate.

可在适当的情况下由外部猎头机构协助寻找潜在的候选人。

- 7.5 The Committee will report to the Board outlining the following details of the director selection process:

委员会将向董事会报告，概述董事甄选过程的下列细节：

- (a) the process by which candidates are identified and selected, including whether an external search organisation was used and their recommendations; and

候选人识别和甄选的过程，包括是否在过程中使用了外部猎头机构以及他们的建议；及

- (b) the factors taken into account in the selection process, and the reasons why the Committee is recommending the appointment of the candidate as a director.

在甄选过程中考虑的因素，以及委员会建议委任为董事的理由。

- 7.6 A written agreement will be entered into for each director and senior executive setting out the terms of their appointment.

每位董事及高级行政人员都会签署书面协议，其中列名其委任条款。

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## 8. Composition

### 架构

- 8.1 The Committee will comprise a minimum of three members, the majority of whom should be non-executive and independent directors.

委员会将由至少 3 名成员组成，绝大多数成员应为非执行独立董事。

- 8.2 The Committee will initially comprise a minimum of three members, a majority of whom should be independent non-executive directors.

首任委员会将由至少 3 名成员组成，绝大多数成员为非执行独立董事。

- 8.3 If the Chair of the Board is an independent director, the Chair of the Board will be the Chair of the Committee.

如果董事会主席为独立董事，董事会主席将出席委员会主席。

- 8.4 Otherwise, the Board will nominate the Chair of the Committee from time to time. The Chair of the Committee must be an independent director.

否则，董事会将不时提名委员会主席。委员会主席必须是一名非执行独立董事。

## 9. Procedural requirements

### 程序性要求

- 9.1 The Committee will meet as required but not less than twice a year.  
委员会按需求举行会议但至少每年举行两次。
- 9.2 A quorum of the Committee will comprise two members, one of whom must be the Chair or, in the absence of the Chair, another independent director.  
会议法定最低人数为两名成员，其中一名必须为委员会主席，或者在委员会主席缺席的情况下，应有另外一名独立董事。
- 9.3 If the Chair is absent from a meeting and no acting Chair has been appointed, the members present may choose one of them to act as Chair for that meeting.  
如果委员会主席缺席会议并未指派任何代理主席，在达到法定最低人数的情况下，则出席会议的成员可以选择他们其中任何一位出任该会议的代理主席。
- 9.4 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.  
委员会会议可以通过电话会议或者其他类似方式举行<sup>4</sup>，决议可以通过通函或书面决议的方式进行。
- 9.5 Each member of the Committee will have one vote.  
委员会成员的每位委员仅有一票投票权。
- 9.6 The Chair will not have a casting vote. If there is a tied vote, the motion will lapse.  
委员会主席没有决定票。若票数相等，则该事项将延后决定。
- 9.7 A member must not be present for discussions at a Committee meeting on, or vote on a matter regarding, their own election, re-election, removal, remuneration or a specific remuneration policy that affects them. However, a member who is a non-executive director may be present and vote in relation to the remuneration of all non-executive directors.  
在讨论委员会成员其自身薪酬或者将影响他们的特定薪酬政策的会议中，受讨论的成员不得出席讨论，也不得对该事项投票。但是如果该成员为非执行董事的，则允许其参加会议并且对关于所有非执行董事薪酬的事项投票。
- 9.8 Any member of the Committee may, with the Chair's prior approval, invite any non-member to attend and participate in a meeting of the Committee. Any such invitee will not have any vote.  
在取得委员会主席事前同意的前提下，任何委员会的成员可以邀请任何非委员会成员出席和参与委员会会议。任何受邀人不具有投票权。

- 9.9 Following each meeting the Chair will report to the Board on any matter that should be brought to the Board's attention, and on any recommendation of the Committee that requires Board approval or action.

在每次委员会会议后，委员会主席将会向董事会就他们认为应当引起董事会注意的事项进行汇报，并且汇报有关任何委员会提出的、需要得到董事会批准或者需要由董事会执行的建议。

- 9.10 Minutes of meetings of the Committee will be prepared for approval by the Committee and circulated to the members of the Board.

委员会会议记录将会被准备以供委员会批准，并且传阅至董事会成员。

- 9.11 The Company Secretary will attend all Committee meetings and provide such assistance as may be required by the Chair in relation to preparation of the agenda, minutes or papers for the Committee.

公司秘书将出席所有委员会会议，并在委员会主席的要求下，协助委员会准备会议议程，记录和文件。

- 9.12 The Committee may have access to such internal resources, and seek such advice from any external advisers, consultants or specialists, as it may consider necessary or desirable to fulfil its objectives.

委员会有权得到所需的内部资料，并且在必要时向任何外部专家或者顾问寻求建议，以履行其职责目的。

- 9.13 The Chair or, if the Chair is not available, a Committee member should attend the Annual General Meeting of the Company and be available to answer any questions from shareholders about the Committee's activities or, if appropriate, the Company's remuneration arrangements.

主席或(在主席无法出席年度公司股东大会时)一名委员会成员应出席并回答股东任何有关委员会活动的问题，以及在适当的情况下，回答有关公司薪酬安排的问题。

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## 10. Annual review

### 年度审查

- 10.1 The Committee will prepare and provide to the Board annually:

委员会每年将准备并且向董事会提供：

- (a) a self-evaluation of its performance against its Charter, goals and objectives;  
一份根据委员会章程、目标和宗旨为衡量标准准备的自我评价报告；
- (b) recommended goals and objectives for the coming year; and  
对下一年度的目标和宗旨的提议；以及
- (c) recommended changes or improvements to its Charter if necessary.

在有必要的时候，对修改和改进委员会章程的提议。

- 10.2 The annual review may be done by way of an oral report to the Board by the Chair of the Committee.

年度审查可以由委员会主席向董事会通过口头汇报的形式进行。

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## **11. Revisions of this Charter**

### **本章程的修订**

- 11.1 The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee and to make recommendations to the Board of any amendments.

委员会将负责对本章程的效率性和委员会的运作进行审查，并且就任何修订向董事会提出建议。

- 11.2 Any amendment to this Charter must be approved by the Board.

任何对本章程的修订必须得到董事会的批准。