



CARNIVAL GROUP
INTERNATIONAL

Carnival Group International Holdings Limited

嘉年華國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00996)

(the “Company”)

TERMS OF REFERENCE of the remuneration committee (the “Committee”) of the Company adopted on 28 March 2012

1. Constitution

- 1.1 The board of directors of the Company (the “Board”) resolved to establish the Committee known as the remuneration committee.
- 1.2 These terms of reference were proposed by the board of directors of the Company and were adopted by the Committee.

2. Membership

- 2.1 Members of the Committee shall be directors of the Company, and precisely of a minimum of 3 members. Majority of the Committee shall be independent non-executive directors of the Company. The members shall be appointed by the Board without fixed term of office but shall retire, and being eligible for re-appointment, at every annual general meeting of the Company.
- 2.2 The Board shall nominate one of the members of the Committee who is also an independent non-executive director of the Company to be the chairman of the Committee.
- 2.3 The company secretary of the Company shall be the secretary of the Committee.

3. Frequency and proceedings of meetings

- 3.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 3.2 The chairman of the Committee may convene additional meetings at his discretion.
- 3.3 Each meeting of the Committee shall be attended, physically or by phone or any electronic means, by at least a member who is an independent non-executive director of the Company.

4. Functions, duties and power

The Committee shall –

- 4.1 formulate remuneration policy for approval by the Board, which shall take into consideration factors such as salaries paid by comparable companies, employment conditions, and responsibilities, and individual performance of the directors, senior management, and the general staff. Performance shall be measured against corporate goals and objectives resolved by the Board from time to time; and implement the remuneration policy laid down by the Board;
- 4.2 without prejudice to the generality of the foregoing:
 - (i) establish guidelines for the recruitment of the Chief Executive and senior management;
 - (ii) recommend to the Board the policy and structure for the remuneration of Directors (including Non-executive Directors, and the Chief Executive as an ex-officio member) and senior management whilst ensuring no director or any of his associates is involved in deciding his own remuneration;
 - (iii) determine the remuneration of Executive Directors (including the Chief Executive who is an ex-officio member) and senior management, including benefits in kind, pension right, compensation payment (including compensation for loss of office or appointment etc). The Chairman and/or the Chief Executive shall be consulted respectively about their proposals relating to the remuneration of the Chief Executive and/or senior management, as the case may be;
 - (iv) review and approve the compensation arrangements in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct to executive directors and senior management which shall be fair and not excessive;
 - (v) determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
 - (vi) consider the annual performance bonus for Executive Directors, senior management, and the general staff, having regard to their achievements against the performance criteria and by reference to market norms, and make recommendation to the Board;

- (vii) engage such external professional advisors to assist and/or advise the Committee on issues as it considers necessary;
- (viii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (ix) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

5. Reporting procedures

- 5.1 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.