

**郑州煤矿机械集团股份有限公司
董事会薪酬与考核委员会实施细则**

**The Implementation Rules of the Remuneration and Appraisal
Committee of the Board of Directors
of
Zhengzhou Coal Mining Machinery Group Co., Ltd.**

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第一章 总则

Chapter I General Provisions

第一条 为进一步建立健全郑州煤矿机械集团股份有限公司(以下简称“公司”)董事及经理人员的考核和薪酬管理制度,完善公司治理结构,根据《中华人民共和国公司法》、《上市公司治理准则》、《香港联合交易所有限公司证券上市规则》、《公司章程》及其他有关规定,公司特设立董事会薪酬与考核委员会,并制定本实施细则。

Article 1 In order to establish and perfect the Appraisal and Remuneration Management System of the directors and managers of Zhengzhou Coal Mining Machinery Group Co., Ltd. (hereinafter referred to as “the Company”) and complete the corporate governance structure, the Company establishes the Remuneration and Appraisal Committee of Board of Directors in particular and formulates these implementing regulations in accordance with the *Company Law of the People’s Republic of China*, the *Code of Corporate Governance for Listed Companies*, the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, the *Articles of Association* and other relevant regulations.

第二条 薪酬与考核委员会是董事会下设的专业委员会,主要负责制定公司董事及经理人员的考核标准并进行考核;负责制定、审查公司董事及经理人员的薪酬政策与方案,对董事会负责。

Article 2 The Remuneration and Appraisal Committee is a professional committee under the Board of Directors, is mainly responsible for formulating the assessment criteria for the directors and managers of the Company and accessing them and also is responsible for formulating and reviewing the remuneration policies and schemes of the directors and managers of the Company and shall report to the Board.

第三条 本细则所称董事是指本公司的执行董事、非执行董事(如有)及独立非执行董事,经理人员是指本公司总经理、副总经理、董事会秘书及由总经理提请董事会认定的其他高级管理人员。

Article 3 The directors in these Rules indicate the executive directors, the non-executive directors (if any) and the independent non-executive directors in the Company, and the managers indicate the General Manager, the Vice General Manager, the Secretary of the Board and other higher management submitted by the General Manager and approved by the Board.

第二章 人员组成

Chapter II Composition

第四条 薪酬与考核委员会成员由三名董事组成,其中大部分成员须为独立非执行董事。薪酬与考核委员会委员应符合中国有关法律、法规及适用的上市规则对于该委员会委员资格的要求。

Article 4 The Remuneration and Appraisal Committee shall consist of three directors and must comprise a majority of independent non-executive directors. The members of the Remuneration and Appraisal Committee shall meet the requirements on the membership qualification of this Committee in accordance with relevant laws and the regulations of the PRC and applicable Listing Rules.

第五条 薪酬与考核委员会委员由董事长、二分之一以上独立非执行董事或者全体董事的三分之一提名,并由董事会选举产生。

Article 5 The members of the Remuneration and Appraisal Committee shall be nominated by the Chairman of the Board or more than one-half of independent non-executive directors or one-third of all directors and shall be elected by the Board.

第六条 薪酬与考核委员会设主任委员一名,由独立非执行董事委员担任,负责主持委员会工作;主任委员在委员内选举,并报请董事会批准产生。

香港上市规则
第 3.25 条
Article 3.25 of
HK Listing
Rules

香港上市规
则第 3.26 条
Article 3.26
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Rules

Article 6 The Remuneration and Appraisal Committee shall have one chairman, who shall be independent non-executive director and shall be responsible for directing the works of the Committee. The Chairman of the Committee shall be elected from the members and shall be submitted to the Board for consideration and approval.

第七条 薪酬与考核委员会任期与董事会任期一致，委员任期届满，连选可以连任。期间如有委员不再担任公司董事职务或应当具有独立非执行董事身份的委员不再具备《公司章程》或《香港联合交易所有限公司证券上市规则》所规定的独立性，自动失去委员资格，并由委员会根据上述第四至第六条规定补足委员人数。

Article 7 The term of office of the Remuneration and Appraisal Committee shall be the same as that of the Board, and the Committee members may be re-selected upon the expiry of the current term of office. If any member ceases to be a director of the Company during his/her term of office, or any member who ought to have the identity of independent non-executive director does not have the independence specified in the *Article of Association* or in the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* any longer, he/she shall lose his/her membership qualification automatically, and the vacancy shall be filled by the Committee in accordance with the provisions of Articles 4 to 6 above.

第八条 公司人力资源部为薪酬与考核委员会常设机构，专门负责提供公司有关经营方面的资料及被考评人员的有关资料，负责筹备薪酬与考核委员会会议并执行薪酬与考核委员会的有关决议。

Article 8 The Human Resource Department of the Company is a standing body of the Remuneration and Appraisal Committee and is particularly responsible for providing relevant data about operation and relevant data of appraised personnel and responsible for preparing the meetings of the Remuneration and Appraisal Committee and carrying out related decisions of the Remuneration and Appraisal Committee.

第三章 职责权限

Chapter III Terms of References

第九条 薪酬与考核委员会的主要职责权限：

Article 9 The major terms of references of the Remuneration and Appraisal Committee include:

(一) 根据董事及经理人员管理岗位的主要范围、职责、重要性以及其他相关企业相关岗位的薪酬水平制定薪酬计划或方案；

to formulate the remuneration plans or schemes according to the main scopes, duties and importance of the managerial positions of directors and managers and the salary levels of other related positions of other relevant enterprises;

薪酬计划或方案主要包括但不限于绩效评价标准、程序及主要评价体系，奖励和惩罚的主要方案和制度等；

The remuneration plans or schemes mainly include but are limited to the performance evaluation standards, procedures, main evaluation systems, the main rewarding and punishing schemes and systems and the like;

(二) 就董事及经理人员的全体薪酬政策及架构，及就设立正规而具透明度的程序制订薪酬政策，向董事会提出建议；

to make recommendations to the Board on the remuneration policy and structure for all directors and managers and on the establishment of a formal and transparent procedure for developing the remuneration policy;

(三) 因应董事会所订企业方针及目标而检讨及批准管理层的薪酬建议；

香港上市规则附录 14 第 B.1.2(a)条
Article B.1.2 (a) of Appendix 14

香港上市规则附录 14 第 B.1.2(b)条
Article B.1.2 (b) of Appendix 14 of HK Listing Rules

香港上市规则附录 14 第 B.1.2(c)、(d)

to review and approve the management's remuneration proposals with reference to the corporate goals and objectives concluded by the Board;

- (四) 根据董事会的授权, 负责拟定个别董事、经理人员的薪酬待遇, 并向董事会提出建议; 此薪酬待遇应包括非金钱利益、退休金权利及赔偿金额(包括丧失或终止职务或委任的赔偿); to determine and make recommendations to the Board on the remuneration packages of individual directors and managers, with delegated responsibility from the Board; the remuneration package should include benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);

当拟定个别董事、经理人员的薪酬待遇时, 应考虑同类公司支付的薪酬、须付出的时间及职责以及集团内其他职位的雇用条件等;

to consider salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group for developing the remuneration packages of individual directors and managers;

香港上市规则附录
14 第 B.1.2(e)条
Article B.1.2 (e) of
Appendix 14 of HK
Listing Rules

委员会应确保任何董事或其任何联系人不得参与厘定他自己的薪酬;

to ensure that no director or any of his associates is involved in deciding his own remuneration;

- (五) 检讨及批准向执行董事及经理人员就其丧失或终止职务或委任而须支付的赔偿, 以确保该等赔偿与合约条款一致; 若未能与合约条款一致, 赔偿亦须公平合理, 不致过多;

to review and approve compensation payable to executive directors and managers for any loss or termination of the office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

香港上市规则附录
14 第 B.1.2(h)条
Article B.1.2 (h) of
Appendix 14 of HK
Listing Rules

- (六) 检讨及批准因董事行为失当而解雇或罢免有关董事所涉及的赔偿安排, 以确保该等安排与合约条款一致; 若未能与合约条款一致, 有关赔偿亦须合理适当;

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;

香港上市规则附录
14 第 B.1.2(f)条
Article B.1.2 (f) of
Appendix 14 of HK
Listing Rules

- (七) 审查公司董事及经理人员的履行职责情况并对其进行年度绩效考评;

to review the performance of the duties of the directors and managers of the Company and conduct annual performance assessment on them;

香港上市规则附录
14 第 B.1.2(g)条
Article B.1.2 (g) of
Appendix 14 of HK
Listing Rules

- (八) 负责对公司薪酬制度执行情况进行监督;

to supervise the implementation of the Remuneration System of the Company;

- (九) 向董事会汇报其决定或建议, 但受法律或监管限制所限而不能作此汇报的除外; 及

to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so; and

香港上市规则附录
14 第 D.2.2 条
Article D.2.2 of
Appendix 14 of HK
Listing Rules

- (十) 董事会授权的其他事宜。

other matters authorized by the Board.

第十条 董事会有权否决损害股东利益的薪酬计划或方案。

Article 10 The Board shall have the right to reject any remuneration plan or scheme which damages shareholders' interests.

第十一条 薪酬与考核委员会提出的公司董事的薪酬计划, 须报经董事会同意后, 提交股东大会审议通过后方可实施; 公司经理人员的薪酬分配方案须报董事会批准。

Article 11 The remuneration plans of the directors of the Company raised by the Remuneration and Appraisal Committee must be agreed by the Board and then can be implemented after the approval on the General Meeting of Shareholders. The remuneration distribution schemes of

the managers of the Company must be submitted to the Board for approval.

第十一(A)条 薪酬与考核委员会须应董事长的邀请由主任委员，或在主任委员缺席时，由另一名委员或其授权代表出席股东周年大会，并在股东周年大会上回答提问。

Article 11 (A) The Chairman of the Board shall invite the Chairman of the Remuneration and Appraisal Committee or another member of the Committee or failing this his duly appointed delegate in the absence of the Chairman of the Committee to attend the annual general meeting and to be available to answer questions at the annual general meeting.

香港上市规则
附录 14 第
E.1.2 条
Article E.1.2 of
Appendix 14 of
HK Listing
Rules

第四章 决策程序

Chapter IV Decision-making Procedures

第十二条 薪酬与考核委员会下设的工作组负责做好薪酬与考核委员会决策的前期准备工作，提供公司有关方面的资料：（一）提供公司主要财务指标和经营目标完成情况；（二）公司经理人员分管工作范围及主要职责情况；（三）提供董事及经理人员岗位工作业绩考评系统中涉及指标的完成情况；（四）提供董事及经理人员的业务创新能力和创利能力的经营绩效情况；（五）提供按公司业绩拟订公司薪酬分配规划和分配方式的有关测算依据。

Article 12 The working team under the Remuneration and Appraisal Committee shall complete the first-phase preparations for the Remuneration and Appraisal Committee to make decision and provide related materials of the Company including: (i) the main financial index and the completion of operational objectives of the Company; (ii) the individual scope of work and main duties of the managers of the Company; (iii) the completion of concerning index in the position performance assessment system of the directors and managers; (iv) the operation performance of the business innovation ability and profitability of the directors and managers; and (v) the relevant calculating basis for drafting the remuneration distribution plan and the way of distribution of the Company according to the performance of the Company.

第十三条 薪酬与考核委员会对董事和经理人员考评程序：（一）公司董事和经理人员向董事会薪酬与考核委员会作述职和自我评价；（二）薪酬与考核委员会按绩效评价标准和程序，对董事及经理人员进行绩效评价；（三）根据岗位绩效评价结果及薪酬分配政策提出董事及经理人员的报酬数额和奖励方式，表决通过后，报公司董事会。

Article 13 The procedures for the Remuneration and Appraisal Committee to appraise the directors and managers shall include that: (i) the directors and managers of the Company shall report and evaluate themselves to the Remuneration and Appraisal Committee of the Board; (ii) the Remuneration and Appraisal Committee shall give performance evaluation to the directors and managers according to the performance evaluation standards and procedures; and (iii) the remuneration amounts and the ways of rewarding of the directors and the managers shall be proposed according to the result of the position performance evaluation and the remuneration distribution policies and shall be reported to the Board of the Company after being approved by voting.

第五章 议事规则

Chapter V Rules of Procedure

第十四条 薪酬与考核委员会会议于召开前七天通知全体委员，会议由主任委员主持，主任委员不能出席时可委托其他一名委员（独立非执行董事）主持。

Article 14 All members of the Remuneration and Appraisal Committee shall be notified seven days prior to the meetings of the Remuneration and Appraisal Committee. The meetings shall be chaired by the Chairman who, if unable to attend the meeting, may appoint another member (being an independent non-executive director) to chair the meeting.

第十五条 薪酬与考核委员会会议应由三分之二以上的委员出席方可举行；每一名委员有一票的表决权；会议作出的决议，必须经全体委员的过半数通过。

Article 15 The quorum of the meetings of the Remuneration and Appraisal Committee shall be two-thirds or more of all its members, each having one vote. Resolutions of the meetings shall be passed by a majority of all members.

第十六条 薪酬与考核委员会会议表决方式为举手表决或投票表决；临时会议可以采取通讯表决的方式召开。

Article 16 The way of voting on the meeting of the Remuneration and Appraisal Committee shall be voting by a show of hands or voting by ballot; and the interim meeting can be held by communication voting.

第十七条 薪酬与考核委员会会议必要时可以邀请公司董事、监事及经理人员列席会议。

Article 17 The directors, supervisors and managers of the Company may be invited by the Remuneration and Appraisal Committee to attend its meeting as non-voting participants when necessary.

第十八条 薪酬与考核委员会应就其他执行董事的薪酬建议咨询董事长及/或总经理。

Article 18 The Remuneration and Appraisal Committee shall consult with the Chairman and/or the General Manager about their remuneration proposals for other executive directors.

香港上市规则附录
14 第 B.1.1 条
Article B.1.1 of
Appendix 14 of HK
Listing Rules

薪酬与考核委员会应获足够资源以履行其职责。其中包括但不限于，如有必要，薪酬与考核委员会可以聘请中介机构为其决策提供独立专业意见，费用由公司支付。第十九条 薪酬与考核委员会会议讨论有关委员会成员的议题时，相关委员应回避。

The Remuneration and Appraisal Committee shall be provided with sufficient resources to discharge its duties, including but not limited to that, if necessary, the Remuneration and Appraisal Committee may engage intermediaries to provide professional independent advices on its decisions at reasonable expense of the Company. Article 19 The topics concerning the interests of the Committee members shall be discussed on the meeting of the Remuneration and Appraisal Committee at the evasion of related members.

香港上市规则附录
14 第 B.1.4 条
Article B.1.4 of
Appendix 14 of HK
Listing Rules

第二十条 薪酬与考核委员会会议的召开程序、表决方式和会议通过的薪酬政策与分配方案必须遵循有关法律、法规、公司章程及本办法的规定。

Article 20 The convening procedure, voting pattern and the remuneration policies and distribution schemes passed in the meeting of the Remuneration and Appraisal Committee must follow relevant laws and regulations, the Articles of Association and the Rules of this procedure.

香港上市规则附录
14 第 B.1.2 (h) 条
Article B.1.2 (h) of
Appendix 14 of HK
Listing Rules

第二十一条 薪酬与考核委员会会议应当有记录，出席会议的委员应当在会议记录上签名；会议记录由公司董事会秘书保存。

Article 21 Minutes of meetings shall be kept for the meetings of the Remuneration and Appraisal Committee. Members who have attended the meetings shall sign on the minutes of the relevant meetings. Minutes of meetings shall be kept by the Secretary of the Board of the Company.

香港上市规则附录
14 第 A.1.4 条
Article A.1.4 of
Appendix 14 of HK
Listing Rules

第二十二条 薪酬与考核委员会会议通过的议案及表决结果，应以书面形式报公司董事会。

Article 22 The proposals and voting result passed on the meeting of the Remuneration and Appraisal Committee shall be submitted to the Board of the Company in written form.

第二十三条 出席会议的委员均对会议所议事项有保密义务，不得擅自披露有关信息。

Article 23 All members who have attended any of the meetings are subject to the obligations of confidentiality on all matters considered at the meetings and shall not disclose any of the relevant information without authorization.

第六章 附则

Chapter VI Supplementary Provisions

第二十四条 本实施细则已经取得董事会决议通过，自本公司境外上市外资股(H股)发行并上市之日起生效并施行。

香港上市规则第
3.26 条
Article 3.26 of
HK Listing
Rules

Article 24 These Implementation Rules have been voted and adopted through the Board resolution and shall come into force and be implemented from the date, on which the overseas listed foreign shares (H-share) of the Company are issued and listed.

第二十四(A)条 本实施细则将按适用的上市规则的要求在公司网站以及有关的证券交易所网站上公开。

Article 24 (A) These Implementation Rules shall be disclosed on the Company's web sites and relevant web sites of Stock Exchange according to the applicable requirements of Listing Rules.

香港上市规则附
录 14 第 B.1.3 条
Article B.1.3 of
Appendix 14 of
HK Listing
Rules

第二十五条 本实施细则未尽事宜，按国家有关法律、法规、适用的上市规则 and 公司章程的规定执行；本细则如与国家日后颁布的法律、法规、适用的上市规则或经合法程序修改后的公司章程相抵触时，按国家有关法律、法规、适用的上市规则 and 公司章程的规定执行，并立即修订，报董事会审议通过。

Article 25 The matters not covered in these Implementation Rules shall be implemented in accordance with the relevant laws and regulations of the PRC, applicable Listing Rules and the Articles of Association. Where these Rules conflict with any laws, regulations and applicable Listing Rules of the PRC issued afterward or the Articles of Association validly amended, the latter shall bowver and these Rules shall be revised immediately for approval by the Board.

第二十六条 本细则解释权归属公司董事会。

Article 26 The Board of Directors of the Company shall reserve the right to interpret these Rules.

郑州煤矿机械集团股份有限公司
董事会
The Board of Directors
of

Zhengzhou Coal Mining Machinery Group Co., Ltd.

2012 年 12 月 5 日
12Month 5Day, 2012 Year