

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：03828)

(the “Company”)

(「本公司」)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

薪酬委員會職權範圍

1. Membership

成員

- 1.1 The Remuneration Committee of the Company (the “**Remuneration Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”).
本公司之薪酬委員會（「**薪酬委員會**」）應由本公司之董事會（「**董事會**」）委任。
- 1.2 The majority of the members of the Remuneration Committee (the “**Members**”) shall be independent non-executive directors of the Company (“**INEDs**”).
薪酬委員會成員（「**成員**」）須以本公司之獨立非執行董事（「**獨立非執董**」）佔大多數。
- 1.3 The Chairman of the Remuneration Committee shall be appointed by the Board and must be an INED.
薪酬委員會的主席須由董事會委任及須為獨立非執董。

2. Secretary

秘書

- 2.1 The Company Secretary of the Company shall be the secretary of the Remuneration Committee.
本公司之公司秘書應為薪酬委員會的秘書。
- 2.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.
薪酬委員會可不時委任任何其他具有合適資格和經驗的人士擔任薪酬委員會秘書。

3. Meetings

會議

- 3.1 The Remuneration Committee shall meet at least annually.
薪酬委員會每年須最少召開一次會議。

* For identification purpose only
僅供識別

- 3.2 Notice has to be given at least 7 days prior to any Remuneration Committee meeting being held, unless all Members waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by all Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

通知最少須於薪酬委員會會議舉行7天前發出，惟全體成員同意豁免該通知除外。如獲全體成員同意以較短通知期召開該會議，該會議將仍視作妥為召開。成員出席該會議將視作同意該較短通知期。如果會議延期少於14天，無須就延會另行發出通知。

- 3.3 A quorum of a Remuneration Committee shall be two Members.

薪酬委員會會議的法定人數為兩名成員。

- 3.4 Remuneration Committee meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meetings are capable of hearing each other.

薪酬委員會會議可以親身出席、電話或視像會議形式召開。成員可通過電話會議或其他類似的通訊工具參加會議，而參加會議的各方可互相聽到。

- 3.5 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.

薪酬委員會會議的決議須由出席會議之過半數成員通過。

- 3.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Remuneration Committee meeting duly convened and held.

由全體成員簽署之書面決議，將猶如在妥為召開及舉行之薪酬委員會會議上通過的決議案般具有同等效力及作用。

- 3.7 Minutes shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes of the Remuneration Committee meetings shall be sent to all Members for their comment and records respectively, within a reasonable time after the meetings are held.

會議紀錄應由薪酬委員會秘書備存。會議紀錄的初稿及最終定稿應在薪酬委員會會議結束後之合理時間內先後送發全體成員，初稿供成員表達意見，最終定稿則作其紀錄之用。

4. Attendance and Voting at Meetings

出席會議及投票

- 4.1 At the invitation of the Remuneration Committee, the Chairman of the Board and/or the Chief Executive Officer (in case if not a Member), external advisers and other persons may attend whole or part of any meetings.

董事會主席及/或行政總裁（如非成員）、外聘顧問及其他人士，如獲薪酬委員會邀請，可出席任何整個或部份會議。

- 4.2 Only Members are entitled to vote at the Remuneration Committee meetings.

只有成員有權在薪酬委員會會議上投票。

5. Annual General Meeting

股東週年大會

5.1 The Chairman of the Remuneration Committee or a Member shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the activities and responsibilities of the Remuneration Committee.

薪酬委員會主席或一名成員須出席本公司之股東週年大會，並須為回答股東就薪酬委員會的活動和職責之提問作準備。

6. Responsibility and Powers

權責

The responsibilities and powers of the Remuneration Committee shall include:

薪酬委員會之權責包括：

6.1 to make recommendations to the Board on the Company's policy and structure for all remuneration of the directors of the Company (the “**Directors**”) and senior management ^{Note 1} and on the establishment of a formal and transparent procedure for developing remuneration policy;

就本公司董事（「**董事**」）及高級管理人員^{附註1}的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；

6.2 to formulate and make recommendations to the Board on the specific 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 appointment, and make recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities, employment conditions elsewhere in the Group and desirability of performance-based remuneration;

制訂及向董事會建議個別執行董事及高級管理人員的特定薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償），並就非執行董事的薪酬向董事會提出建議。薪酬委員會應考慮的因素包括同類公司支付的薪酬、須付出的時間及職責、集團內其他職位的僱用條件及按表現釐訂薪酬之可取性；

6.3 to review and approve the management's remuneration proposals with reference to corporate goals and objectives resolved by the Board from time to time;

透過參照董事會不時訂立之企業方針及目標，檢討及批准管理層的薪酬建議；

6.4 to review and approve the 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;

檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理、不致過多；

- 6.5 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;
檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；
- 6.6 to ensure that no Director or any of his associates is involved in deciding his own remuneration;
確保任何董事或其任何聯繫人不得參與釐訂其本身的薪酬；
- 6.7 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 (the "Stock Exchange")(the "Listing Rules"); and
向股東建議，如何就任何須根據《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「上市規則」）的規定取得股東批准的董事服務合約，進行表決；及
- 6.8 to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, as amended from time to time.
審閱及/或批准《上市規則》第十七章（經不時修訂）所述有關股份計劃的事宜。

7. Reporting

匯報

- 7.1 The Remuneration Committee shall report to the Board after each meeting.
薪酬委員會於每次會議結束後須向董事會匯報。

8. Authority

權力

- 8.1 The Remuneration Committee shall consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the remuneration of individual executive Directors and senior management.
薪酬委員會應就個別執行董事和高級管理人員的薪酬建議諮詢主席及/或行政總裁。
- 8.2 The Remuneration Committee is authorized by the Board to seek any remuneration related information it requires from senior management in order to perform its duties;
董事會授權薪酬委員會向高級管理人員索取任何有關薪酬的資料以履行其職責。
- 8.3 The Remuneration Committee is authorized by the Board where necessary to seek independent professional advice ^{Note 2}.
董事會授權薪酬委員會，如認為有需要，可尋求獨立專業意見 ^{附注2}。
- 8.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.
薪酬委員會應獲供給充足資源以履行其職責。

9. Publication of these Terms of Reference

本職權範圍之刊發

9.1 These terms of reference will be published on the HKEXnews website of the Stock Exchange and the website of the Company.

本職權範圍將刊載於聯交所之披露易網站及本公司之網站。

Notes:

附註：

1. “senior management” should refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under Appendix 16 of the Listing Rules.
「高級管理人員」指公司年報內提及的同一類別的人士；按《上市規則》附錄十六，這類人士的身份須予以披露。
2. Arrangement to seek independent professional advice could be made through the Company Secretary of the Company.
薪酬委員會可透過本公司之公司秘書安排尋求獨立專業意見。

(Effective on 28 June 2023)
(自2023年6月28日起生效)