

Remuneration Committee 薪酬委員會

Terms of Reference 職權範圍

Objectives 目標

The purpose of the Remuneration Committee (the “Committee”) of the Board of Directors (the “Board”) is to:

董事會（「董事會」）薪酬委員會（「委員會」）的宗旨是：

- (a) discharge the Board’s responsibilities relating to the compensation of the Company’s Directors and Senior Management*;
履行董事會有關補償公司董事及高級管理人員的職責；
- (b) oversee the administration of the Company’s compensation plans; and
監督公司補償計劃的管理；及
- (c) prepare any report on executive compensation required by the applicable rules and regulations.
按所須的規則和條例要求，準備補償行政人員之任何報告。

Constitution 組織

The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration Committee.

董事會現議決於董事會轄下成立一個薪酬委員會。

Membership 成員

The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than Three members.

委員會須由董事會從公司的董事中委任，委員會最少須由三名成員組成。

A majority of the Committee members should be Independent Non-executive Directors.

委員會成員須以獨立非執行董事佔大多數。

Chairman 主席

The Chairman shall be selected amongst Independent Non-executive Directors and shall be appointed by the Board.

主席須為獨立非執行董事，並由董事會委任。

Secretary 秘書

The Company Secretary or his nominee shall be the secretary of the Committee.

公司秘書或其他委任代表須為委員會秘書。

The Company Secretary is appointed to facilitate communication between the Board and the Committee and to access information required by Committee members in pursuit of their duties.

委任公司秘書是為了促進董事會與委員會之間的溝通，並替委員會成員取得履行他們職務所需的資料。

Quorum 法定人數

Two members shall constitute a quorum.

二名成員可組成法定人數。

Frequency of meetings 會議次數

Meetings shall be held not less than once a year.

每年舉行不少於一次會議。

The Committee shall issue a schedule of agenda subjects to be discussed for the ensuing year at the beginning of each year (to the degree these can be foreseen). This forward agenda shall be shared with the Board.

在每年年初，委員會須發出該年度將商議的議程一覽表（在可預知的情況下），此預定議程表須分派到董事會。

Proceedings of Meetings 會議程式

Notice of at least fourteen days should be given of a regular Committee meeting.

召開委員會定期會議通知須於至少十四天前發出

An agenda and accompanying meeting papers should be sent in full to all Committee members at least three days before the intended date of Committee meeting.

議程和會議附件須至少於委員會會議擬舉行日期前的三天，全部送交全體委員會成員。

Any member may request for meetings by giving notice in writing to the Chairman of the Committee of not less than seven days' notice.

任何成員可以發出不少於七天的書面通知書要求委員會主席召開會議。

Questions arising at the meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

會議中所討論的問題，應以大多數出席成員票數決定，若票數相同，主席應有第二票或投票決定權。

Minutes 會議記錄

The Secretary of the Committee must ensure that full minutes are kept of all meetings.

委員會秘書須保存所有會議的完整記錄。

Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records respectively, in both cases within a reasonable time after the meeting is held.

委員會會議記錄的初稿及最終定稿應先後在會議結束後的合理時段內，發送所有委員會成員以供審閱及存檔。

Minutes of the Committee shall be formally approved by the Committee before reporting to the Board.

委員會會議記錄匯報到董事會前，須經委員會正式批准。

Minutes shall be opened for inspection at any reasonable time on reasonable notice by any Director.

任何董事發出合理通知，應公開會議記錄供其在任何合理的時段查閱。

Minutes shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed.

會議記錄應對會議上各委員所考慮事項及達致的決定作足夠詳細的記錄，其中應該包括董事提出的任何疑慮或表達的反對意見。

The Committee shall circulate its meeting minutes to the Board (within a reasonable time period after the meeting), thereby keeping them informed of the Committee's activities and recommendations on a regular basis.

委員會應向董事會傳閱其會議記錄（於會議日期後的合理時段內），從而保持向董事會定期報告其活動和建議。

Authority 權力

The Committee is authorized by the Board to investigate any activity within its terms of reference.

董事會授權委員會按照其職權範圍進行任何調查。

The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

董事會授權委員會向外界諮詢法律或其他獨立專業意見，如有需要，可邀請具備有關經驗及專業知識的外界人士參與會議。

The Committee shall be provided with sufficient resources to discharge its duties.

委員會應獲提供充足資源以履行其職責。

Duties 責任

The duties of the Committee shall be:

委員會的責任是：

(a) to make recommendations to the board on the policy and structure for all remuneration of Directors, Senior Management and all other employee of the corporate office and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

就董事、高級管理人員及公司本部其他員工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此等薪酬政策，向董事會提出建議；

(b) to have the delegated responsibility to determine the specific remuneration packages of all 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 of the remuneration of non-executive directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

獲董事會轉授以下職責，即釐定全體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、退休金權利及補償金額（包括喪失或終止職務或委任

的補償），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、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應該按表現釐定薪酬等；

- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time (It is recommended that a significant proportion of Executive Directors' remuneration be structured so as to link rewards to corporate and individual performance);

透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定薪酬（建議執行董事的薪酬結構中，應有頗大部份的報酬與公司及個人表現掛鈎）；

- (d) to review and approve the compensation payable to Executive Directors and Senior Management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive;

檢討及批准向執行董事及高級管理人員支付那些與喪失或終止職務或委任有關的賠償，以確保該等補償按有關合約條款釐定；若未能按有關合約條款釐定，補償亦須公平合理，不會對公司造成過重負擔；

- (e) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is 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，以確保該等按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；

- (f) to ensure that no Director or any of his associates is involved in deciding his own remuneration;

確保沒有董事或其任何聯繫人士自行釐定其本身薪酬；

- (g) to consult the Chairman and/or Managing Director about their proposals relating to the remuneration of other executive directors; and

諮詢主席及／或董事總經理有關其他執行董事的薪酬建議；及

- (h) to consider other topics, as defined by the Board.

研究其他由董事會界定的課題。

Reporting 報告

The Committee shall report to the Board on a regular basis.

委員會應定期向董事會匯報。

The Committee Chairman shall present to the Board periodic written reports of the Committee which address the work and findings of the Committee. The frequency of these reports will vary but, as a minimum, be on an annual basis. 委員會主席通常須向董事會定期呈交委員會書面報告，闡述委員會的工作及發現。報告次數因應情況有別，但最低限度一年一次。

Where the Board resolves to approve any remuneration or compensation arrangements which the Remuneration Committee has previously resolved not to approve, it is recommended to disclose the reasons for its resolution in its next annual report.

凡董事會議決通過的薪酬或補償安排為薪酬委員會先前議決不予通過者，建議在下一份年報中披露其在董事會通過該項決議的原因。

The Secretary of the Committee shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

委員會秘書向董事會全體成員傳閱委員會的會議記錄及報告。

* For the purpose of this terms of reference, “Senior Management” refers to the same category of persons as referred to in the Company’s annual report.

* 就本職權範圍而言，「高級管理人員」指公司年報內提及的同一類別的人士。