

**VEEKO INTERNATIONAL HOLDINGS LIMITED**  
**威高國際控股有限公司**

**董事會薪酬委員會權責範圍**  
**Terms of reference of**  
**the remuneration committee of the Board of Directors**

**Date of adoption: 31 August 2005**

**採納日期：2005年8月31日**

**Veeko International Holdings Limited**  
**威高國際控股有限公司**  
**(“Company” and “本公司”)**

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**Terms of reference of the Remuneration Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**  
**董事會(“董事會”)薪酬委員會(“委員會”)**  
**權責範圍及程序**

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*(中文本為翻譯稿，僅供參考用)*

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| <p><b>1. <u>Constitution</u></b></p> <p>1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on [31 August] 2005.</p>  | <p><b>組成</b></p> <p>本委員會是按本公司董事會于 2005 年 8 月 31 日會議通過成立。</p>  |
| <p><b>2. <u>Membership</u></b></p> <p>2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company. The initial members of the Committee are Mr. Cheng Chung Man, Johnny, Ms. Lam Yuk Sum, Mr. Cheng Chung Hoo, Mr. Yang Wei Tak and Mr. Yeung Wing Kay.</p> <p>2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. Mr. Chung Chung Hoo shall be the Chairman.</p> <p>2.3 The secretary of the Committee shall be appointed by the Board. Ms. Wong Chi Ying is the secretary of the Committee.</p> <p>2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.</p> | <p><b>成員</b></p> <p>委員會成員由董事會從董事會成員中挑選，委員會人數最少 3 名，而大部份之成員須為本公司的獨立非執行董事。委員會的初步成員如下：<br/>鄭鐘文先生、林玉森女士、鄭宗豪先生、楊威德先生及楊永基先生</p> <p>委員會主席由董事會委任及必須是獨立非執行董事，主席為：鄭宗豪先生</p> <p>委員會秘書由董事會委任，秘書為：<br/>黃智英女士</p> <p>經董事會及委員會分別通過決議，方可委任額外的委員會成員、更替或罷免委員會成員或秘書。</p> |

### 3. Proceedings of the Committee

#### 3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

3.2 *Quorum:* The quorum of the Committee meeting shall be three members of the Committee and a majority of which shall be the independent non-executive directors.

3.3 Meetings shall be held at least once every year to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.

### 4. Overriding principles

4.1 Levels of remuneration should be sufficient to attract and retain the directors needed to run the Company successfully, but the Company should avoid paying more than is necessary for this purpose.

### 會議程序

#### 會議通知：

除非委員會全體成員同意，薪酬委員會的會議通知期，不應少于七天。

會議可以由任何一位委員會成員以書面通知委員會秘書，再由秘書以書面或其他方法再通知各成員，亦可由任何一位成員直接以書面或口頭方式通知其他成員。委員會秘書亦可以書面通知召開會議。前述“書面”通知，包括以傳真方式通知。

以口頭通知方式召開的會議，應儘快(及在會議召開前)以書面方式確實。

召開會議的成員或秘書必須說明開會目的、開會時間、地點、議程及提供有關文件予各成員及秘書參閱。文件應與議程一起送出，而議程應于會議通告(或確認會議通告的函)一併發出。

法定人數為三位成員，而大部份出席的成員須為獨立非執行董事。

每年最少開會一次，以制訂有關執行董事酬金的政策及厘訂各董事的薪酬待遇。

#### 首要的基本規則

所定的薪酬的水平應足以吸引及挽留公司成功營運所需的一眾董事，但公司應避免為此支付過多的酬金。

- 4.2 No director should be involved in deciding his own remuneration. 任何董事不得參與訂定其本身的酬金。
- 4.3 The Committee should consult the chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary. 委員會應就其他執行董事的薪酬建議諮詢主席及/或行政總裁，如認為有需要，亦可索取專業意見。
- 5. Alternate Committee members** **委任代表**
- 5.1 A Committee member may not appoint any alternate. 委員會成員不能委任代表。
- 6. Authority of the Committee** **薪酬委員會的權力**
- 6.1 The Committee may exercise the following powers: 委員會可以行使以下權力：
- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract ; 在有關合同簽訂前，審閱所有建議和董事及高級管理人員將會簽訂的服務合同及向本公司的人力資源部門就變更該等合同的條款提出建議；
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management; 考慮并就執行董事及其它高級雇員的薪酬、獎金及福利等建議，提供意見；
- (c) to request the Board to convene a shareholders' meeting for the purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly; 在有證據顯示或懷疑有關人員失職時，要求董事會召開股東大會罷免本集團董事及其他雇員的職務；
- (d) 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; and 如委員會覺得有需要，可向有相關經驗及專業才能的獨立第三方尋求獨立法律及其他專業意見；及
- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged. 為使委員會能合理地執行其于第七章項下的責任，其認為有需要及有益的權力。
- 6.2 The Committee should be provided with sufficient resources to discharge its duties. 委員會應獲供給充足資源以履行其職責。
- 7. Duties** **薪酬委員會的責任**
- 7.1 The duties of the Committee shall be: 薪酬委員會負責履行以下責任：

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| <p>(a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;</p>   | <p>就本公司董事及高級管理人員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；</p>   |
| <p>(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 payment, 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 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;</p> | <p>獲董事會轉授以下職責，即厘訂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、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)，并就非執行董事的薪酬向董事會提出建議。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、集團內其他職位的雇用條件及是否應按表現厘訂薪酬等；</p> |
| <p>(c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;</p>  | <p>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厘定的薪酬；</p>   |
| <p>(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 for the Company;</p>  | <p>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，以確保該等賠償按有關合約條款厘定；若未能按有關合約條款厘定，賠償亦須公平合理，不會對本公司造成過重負擔；</p>   |
| <p>(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; and</p>   | <p>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，以確保該等安排按有關合約條款厘定；若未能按有關合約條款厘定，有關賠償亦須合理適當；及</p>  |
| <p>(f) to ensure that no director or any of his associates (within the meaning prescribed to it under the Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in force from time to time) is involved in deciding his own remuneration.</p>   | <p>確保任何董事或其任何聯繫人(按不時有效的香港聯合交易所有限公司證券上市規則("上市規則")所載之定義)不得自行厘訂薪酬。</p>   |

**8. Reporting procedures**

Full minutes of the meetings of the Committee should be kept by the secretary. Draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

**9. Continuing application of the articles of association of the Company**

The articles of association of the Company regulating the meetings and proceedings of the directors of the Company, so far as the same are applicable and are not replaced by the provisions in these terms of reference, shall apply to the meetings and proceedings of the Committee.

**10. Powers of the Board**

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

31<sup>st</sup> August, 2005  
2005年8月31日

**會議紀錄及書面決議的傳閱**

委員會的完整會議紀錄應由秘書保存。委員會會議紀錄的初稿及最後定稿或(視乎情況而定)書面決議應在會議後一段合理時間內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

**本公司章程的持續適用**

就前文未有作出規範，但本公司章程作出了規範的本公司董事會會議程序的規定，適用委員會的會議程序。

**董事會權利**

本決議所有規則，可以由董事會在不違反公司章程及上市規則的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。