

**CHING LEE HOLDINGS LIMITED**  
**正利控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
*(於開曼群島註冊成立之有限公司)*

**REMUNERATION COMMITTEE**  
**薪酬委員會**

**TERMS OF REFERENCE**  
**職權範圍**

**Constitution**  
**組成**

1. The board of directors (the “**Board**”) of Ching Lee Holdings Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Remuneration Committee (the “**Committee**”) at a meeting held on 10 March 2016.

正利控股有限公司（「**本公司**」）的董事會（「**董事會**」）已於二零一六年三月十日舉行的會議議決成立將被稱為薪酬委員會（「**委員會**」）的董事委員會。

**Membership and Quorum**  
**會議成員及法定人數**

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company. A quorum shall be two members.

委員會須由董事會從本公司董事當中委任，並須由不少於三名成員組成，其中大多數成員須為本公司獨立非執行董事。會議法定人數應為兩名成員。

3. The chairman of the Committee shall be appointed by the Board and must be an independent non-executive director of the Company.

委員會主席須由董事會委任，其必須由獨立非執行董事出任。

**Secretary**  
**秘書**

4. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

本公司的公司秘書或（倘其缺席）其代表須擔任委員會秘書（「**秘書**」）。委員會可不時委任具備合適資格及經驗的任何其他人士為秘書。

## **Attendance of meetings**

### **出席會議**

5. (a) The Committee may invite the Chairman of the Company, the Managing Director, any executive Directors, member of senior management or other individual to attend meetings of the Committee as it considers appropriate but such executive Directors, member of senior management or other individuals are not entitled to vote at the meetings.

委員會可於其認為合適時邀請本公司主席、董事總經理、任何執行董事、高級

管理層成員或其他個人出席委員會的會議，但有關執行董事、高級管理層成員

或其他個人無權於會上投票。

- (b) The Company Secretary of the Company or his or her nominee shall be the secretary of the Committee.

委員會的秘書應由本公司的公司秘書或其代名人擔任。

- (c) No Director should be involved in and shall abstain from discussion in deciding the nomination of his associates.

概無董事可參與有關決定提名其聯繫人士的討論，並應避席有關討論。

## **Proceedings of meetings**

### **議事程序**

6. (a) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.

委員會會議及程序受本公司組織章程細則之條文監管，以規管董事會會議及程序，惟董事會不時另有釐定者除外。。

- (b) The quorum for meetings shall be two members of the Committee.

兩名委員會成員構成會議的法定人數。

- (c) The Chairman, in consultation with the Director responsible for human resources function (“Responsible Director”) and the secretary of the Committee, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairman, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Committee meeting. The Chairman shall, with the assistance of the Responsible Director, brief all members on issues arising at each Committee meeting.

主席的主要責任是與負責人力資源職能的董事（「負責董事」）及委員會秘書商議，草擬及批准每次委員會會議的議程。主席須在秘書協助下，

確保所有成員 及時收到充足資料，以便在委員會會議上進行有效討論。  
主席須在負責董事協助下，向所有成員簡報每次委員會會議提出的事項。

### **Frequency of meetings**

#### **會議次數**

7. Meetings shall be held not less than once a year. The Committee members may also call any meetings at any time when necessary or desirable.  
每年應舉行不少於一次會議。每當需要或合宜時委員會成員亦可召開任何會議。

### **Notice of meetings**

#### **會議通知**

8. Notice of meetings shall be given to all members of the Committee at least two days before the meeting.  
應在會議舉行之前至少兩天通知委員會全體成員。

This notice may be waived from to time upon the unanimously agreement by the Committee members.

該通知可於委員會成員一致同意時獲豁免。

### **Casting vote**

#### **投決定票**

9. In the case of an equality of votes, the Chairman of the Committee shall have the casting vote.  
倘出現相同票數情況，委員會主席應有權投決定票。

### **Consultation**

#### **諮詢**

10. The Committee should consult the chairman and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive directors of the Company, if any, and, at the expenses of the Company, have access to professional advice if considered necessary.

委員會須諮詢本公司主席及／或行政總裁有關彼等就本公司其他執行董事薪酬的建議（如有），並於認為有需要時考慮專業意見，相關費用由本公司承擔。

### **Authority**

#### **授權**

11. (a) The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including the members of the Board).

委員會獲董事會授權在其職權範圍內調查任何活動，並向本公司及其附屬公司僱員（包括董事會成員）尋求其職責範圍內所需的任何資料。

- (b) The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so.  
委員會的權力來自董事會，因此委員會須向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作出匯報。
- (c) The Committee is and may, from time to time, seek advice from special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.  
委員會可不時向特定人事顧問組織尋求意見，確保董事會知悉市場趨勢與常規。委員會可不時邀請顧問（包括但不限於外聘顧問或諮詢人士）參與會議以向其成員提出建議。

## **Duties**

### **職責**

#### **12. The duties of the Committee shall be:**

委員會的職責應為：

- (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;  
就董事及高級管理層的全體薪酬政策及架構以及就有關薪酬制定正規及具透明度的政策程序，向本公司董事會作出建議；
- (b) to have the delegated responsibility to determine the specific remuneration packages of all executive directors of the Group 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 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;  
具有授權責任為本集團全體執行董事及高級管理層釐定具體薪酬待遇，包括非金錢利益、退休金權利及補償金，包括任何因彼等離職或終止聘用或委任而應付的任何補償金，以及就非執行董事的薪酬向董事會作出建議。委員會應考慮例如可資比較公司所支付的薪金、董事的時間承諾及責任、本集團其他職位的僱傭條件以及按表現釐定薪酬的可取性等因素；
- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the board from time to time;

經參考董事會不時議決的公司目標，審閱及批准按表現釐定的薪酬；

- (d) to review and approve the compensation payable to executive directors and senior management of the Group 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;

審閱及批准就任何離職或終止聘用或委任而應付本集團執行董事及高級管理層的補償金，以確保該等補償金乃按有關合約條款釐定，如未能按有關合約條款釐定，該補償金亦須公平且不會對本公司造成過重負擔；

- (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;

審閱及批准就因董事行為失當而遭解僱或罷免而作出的賠償安排，以確保該等安排乃按有關合約條款釐定，如未能按有關合約條款釐定，任何賠償亦須合理適當；

- (f) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration and that, as regards the remuneration of a non-executive director who is a member of the Committee, his/her remuneration should be determined by the other members of the Committee;

確保任何董事或其任何聯繫人士不得參與決定其本身之薪酬，就身為委員會成員的非執行董事的薪酬而言，其薪酬應由委員會的其他成員釐定；及

- (g) to advise shareholders of the Company with respect to any service contracts of directors that require shareholders' approval under Rule 17.90 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

就任何須由股東根據香港聯合交易所有限公司創業板證券上市規則批准的董事服務合約向本公司股東作出建議。

- (h) to make available the terms of reference, explaining the role of the Committee and the authority delegated to it by the Board by including them on the websites of the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and the Company;

在香港聯合交易所有限公司創業板網站及本公司網站上公開委員會的職權範圍，解釋其角色及董事會轉授予其的權力；

- (i) to ensure the Company disclose details of any remuneration payable to members of senior management by band in the annual reports of the Company; and

確保本公司於本公司年報內按薪酬範圍披露應付高級管理層成員之任何薪酬詳情；及

- (j) to do any such things to enable the Committee to perform its functions conferred on it by the Board.

採取任何行動使委員會履行董事會賦予的職能。

For the purpose of this paragraph 10, “**senior management**” shall refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under Appendix 15 of the GEM Listing Rules.

就第 10 段而言，「**高級管理層**」應指本公司年報內所指同類職級人士及按上市規則附錄 15 須予披露者。

The Chairman of the Committee or in the absence of the Chairman, another member of the Committee or failing this his duly appointed delegate, should be available to answer questions at the annual general meeting.

委員會主席（或倘主席未克出席，則委員會另一成員或（倘其未能出席）獲其正式委任的代表）須出席股東週年大會，以於會上回應提問。

### **Reporting procedures**

#### **匯報程序**

13. (a) The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions limiting the circulation or making of these reports.

秘書須於每次會議後合理時段內向所有成員傳閱委員會會議記錄及報告之初稿及最終定稿，以便彼等提出意見及存檔，惟須受任何限制傳閱或編製有關報告之法定或監管限制所限。

- (b) The Chairman of the Committee who chair the meetings or other Member who is authorised by the chairman of the Committee to chair the meetings shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.

主持會議之委員會主席或獲委員會主席授權主持會議之其他成員須於下一次定期董事會會議上匯報所作任何主要決定並向董事會提呈會議目錄及所討論問題。

### **Interpretation**

#### **詮釋**

14. Interpretation of these terms of reference shall belong to the Board.

本職權範圍之詮釋權歸董事會所有。

(The English version shall always prevail in case of any inconsistency between the English version and its Chinese translation.)

(英文版本與其中文翻譯如有歧異，概以英文版本作準。)

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- 文件完 -

Adopted on 10 March 2016

於二零一六年三月十日採納