



NEXION TECHNOLOGIES LIMITED
(incorporated in the Cayman Islands with limited liability)
(于開曼群島註冊成立的有限責任公司)(Stock code: 8420)
(股份代號：8420) (the “Company”)
(本「公司」)

REMUNERATION COMMITTEE

薪酬委員會

Terms of Reference

(Adopted by the board of directors of the Company on 31 May 2017)

於 31/5/2017 由董事會決議通過的職權範圍

1 MEMBERSHIP 成員

1.1 The Remuneration Committee (the “Committee”) is established by the board of directors of the Company (the “Board”) according to the articles of association of the Company (the “Articles of Association”) and the establishment would be effective from the date on which the shares of the Company are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

薪酬委員會（「委員會」）由本公司董事會（「董事會」）根據本公司的組織章程細則（「組織章程細則」）成立，自本公司股份於香港聯合交易所有限公司（「交易所」）創業板上市當日起生效。

1.2 The Committee members must be appointed by the Board and shall consist of not less than three members. The majority of the members must be independent non-executive directors (the “INED(s)”).

委員會成員須由董事會委任，且由不少於三名成員組成。委員會大多數成員須為獨立非執行董事（「獨立非執行董事」）。

1.3 The chairman of the Committee shall be appointed by the Board and must be an INED.

委員會主席應由董事會委任，且必須為獨立非執行董事。

1.4 The Board may, from time to time, at their discretion, change the composition of the members of the Committee.

董事會可不時酌情更改委員會的成員組合。

2 SECRETARY 秘書

2.1 The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

委員會可委任本公司的公司秘書或任何其他具備適當資格及經驗的人士為委員會秘書。秘書負責保管完整會議記錄。

3 MEETINGS 會議

3.1 The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.

委員會應至少每年開會一次，並因應工作需要舉行額外會議。

- 3.2 Notice of meetings shall be given to all members of the Committee at least three (3) days before the meeting.
會議通知應於會議前最少三天送達各名委員會成員。
- 3.3 The quorum of a meeting shall be two members of the Committee.
會議法定人數應為兩名委員會成員。
- 3.4 A member of the Committee must abstain from voting and must not be counted in the quorum of a meeting in respect of the resolution regarding the remuneration payable to that member.
委員會成員須就本身應收酬金的相關決議案放棄表決，且不計入會議的法定人數內。
- 3.5 The Committee members could attend the meetings in person, by telephone or by video conference.
委員會成員可親身出席或以電話或視像會議形式參與會議。
- 3.6 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
經委員會全體成員簽署的書面決議案同樣有效，猶如於正式召開及舉行的委員會會議上獲得通過。
- 3.7 Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Articles of Association of the Company (as amended from time to time).
除本文另有指明者外，委員會的會議程序須受組織章程細則有關董事會議及議事程序的條文（經不時修訂）規限。

4 VOTING AT MEETINGS

- 4.1 Decisions shall be determined by simple majority, and in the event of a tie (if any), the chairman of the Committee shall have the casting vote.
決議以簡單大多數來決定。假如票數相等時，委員會主席擁有決定性一票。

5 AUTHORITY 權限

- 5.1 The Committee is authorised by the Board to investigate any activity within the terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
委員會獲董事會授權在其職權範圍內調查任何活動，以及向僱員收集任何隸屬其職責範圍內的必要資訊。所有僱員須按指示合作。
- 5.2 All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee, and all applicable rules and regulations, are followed.
委員會全體成員可向秘書尋求意見及協助，而秘書須就確保委員會程序及所有適用規則與規例獲得遵守向委員會負責。

- 5.3 The Committee shall be provided with sufficient resources to perform its duties and may seek independent legal or other professional advice upon reasonable request at the Company's expenses to perform its duties.
委員會應獲提供充足資源以履行職務，並可於適當情況下為履行職務而尋求獨立法律或其他專業意見，費用由本公司承擔。

6 DUTIES 職責

- 6.1 Main duties of the Committee shall include:
委員會的主要職責應包括：

- (a) To make recommendations to the Board on the Company's policy and structure for directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
就全體董事及高級管理人員的薪酬政策及架構以及設立正式而具透明度的薪酬政策制訂程序向董事會提出建議；
- (b) To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬方案；
- (c) Either :
- (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
負起所轉授的責任以釐定個別執行董事及高級管理人員的薪酬待遇，或
- (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.
向董事會建議執行董事及高級管理人員的薪酬；

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. The Committee should consult the chairman and / or chief executive (if any) of the Company about their proposals relating to the remuneration of other executive directors;

這應該包含物質利益、退休金權利及補償款（包括任何因應終止或喪失職務或委任而支付的補償款）。委員會提出其他執行董事薪酬的建議應諮詢公司主席及/或執行長（如有）。

- (d) To make recommendations to the Board on the remuneration of non-executive directors;
向董事會建議非執行董事的薪酬；
- (e) To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
考慮同類公司支付的薪金、須付出的時間及職責，以及集團內其他職位的僱用條件；
- (f) To review and approve 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;

檢討及批准就喪失或終止職務或委任而須支付予執行董事及高級管理人員的賠償，確保與合約條款一致或（若未能與合約條款一致）合理及不致過多；

- (g) 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;

檢討及批准董事因行為失當而遭解僱或罷免時的賠償安排，確保有關安排與合約條款一致或（若未能與合約條款一致）合理及適當；

- (h) To ensure that no director or any of his associates is involved in deciding his own remuneration.

確保董事或其任何聯繫人士不得參與釐定本身薪酬

7 REPORTING PROCEDURES 報告程序

- 7.1 The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

委員會應向董事會匯報任何認為需要採取行動或加以改善的事宜，並就應採取的步驟提出建議。

- 7.2 Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.

委員會秘書負責保管完整會議記錄及書面決議案，並須於會議結束後一段合理時間內向委員會全體成員發送會議記錄初稿及定稿，以供發表意見及存檔。書面決議案經通過後應及時送呈委員會全體成員存檔。

- 7.3 At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.

於委員會會議後舉行的下一次董事會會議上，委員會主席須向董事會匯報委員會自上一次董事會會議以來的工作情況及建議（如有）。委員會應至少每年向董事會呈交一份書面報告，詳列委員會年內工作情況。

8 OTHERS 其他

- 8.1 The Company should disclose details of any remuneration payable to members of senior management by band in its annual reports and the Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.

本公司應於年報內以分階段形式披露高級管理人員的酬金詳情及委員會應在交

易所網站及本公司網站公開其職權範圍，並解釋其角色及獲董事會轉授的權力。

8.2 Any changes to the terms of reference shall be effective after they have been approved by the Board.

職權範圍的任何更改須經董事會批准後，始行生效。