

Vobile Group Limited 阜博集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(the “**Company**”, together with its subsidiaries, the “**Group**”)
(「公司」，與其附屬公司合稱「集團」)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE ADOPTED BY THE BOARD ON DECEMBER 8, 2017 董事會於 2017 年 12 月 8 日採納的薪酬委員會職權範圍

1 Membership

成員

- (a) The Remuneration Committee (hereinafter referred to as the “**Committee**”) shall be appointed by the board of directors (“**Board**”) from amongst the directors of the Company and shall consist of not less than three members. A majority of the members of the Committee should be independent non-executive directors (“**INEDs**”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) from time to time.

薪酬委員會（以下稱為「**委員會**」）須由董事會從公司的董事中委任，且委員會必須由不少於三名成員組成。委員會的成員必須以公司的獨立非執行董事佔大多數。委員會的組成必須遵守香港聯合交易所有限公司不時的證券上市規則（「**上市規則**」）的要求。

- (b) The chairman of the Committee shall be an INED and a member of the Committee appointed by the Board.

委員會的主席必須是公司的獨立非執行董事並且由董事會委任的委員會成員。

2 Attendance at Meetings

出席會議

- (a) At all times the chairman of the Board shall receive prior notification of all meetings of the Committee and may be in attendance thereat, provided that he or she shall not be in attendance when his or her own remuneration package/benefits are being discussed.

在任何時候，董事會主席必須事先收到委員會的所有會議通知。委員會會議在討論其本身的薪酬待遇或利益除外，董事會主席可以出席委員會的所有會議。

- (b) The quorum of a meeting of the Committee shall be three members of the Committee, of which at least two must be INEDs. In the event of an equality of votes, the chairman of the Committee shall not be entitled to a second or casting vote.

委員會會議的法定人數為三人，其中最少兩人必須為獨立非執行董事。如票數均等，委員會的主席無權投第二票或決定票。

- (c) Subject to sub-paragraph (a) above, the chairman of the Board and/or the executive director shall be, where appropriate, invited by the Committee to attend the meetings.

受限於上述 (a) 項的規定，在適當情況下，董事會主席及／或執行董事必須獲邀請出席委員會的會議。

- (d) The Committee may, if necessary, invite a representative of the Human Resources Department of the Company and other advisors to attend the meetings, including but not limited to external professional advisors or consultants to advise its members.

如需要，委員會可邀請公司人力資源部代表及其他諮詢人出席委員會的會議為其會員提供意見，當中包括但不限於外聘專業諮詢人或顧問。

- (e) The company secretary or assistant company secretary, if any, shall be the secretary of the Committee who shall be invited to all meetings of the Committee.

公司秘書或助理公司秘書（如有）是委員會的秘書，而他或她必須獲邀出席委員會的所有會議。

- (f) Notice of Committee meetings shall be given to all members. Notice of the Committee meeting shall be deemed to be duly given to a member if it is given to him or her personally, by word of mouth or given to him or her in writing sent to his or her last known address or any other address given by him or her to the Company or by electronic means by transmitting it to any electronic number or email address supplied by the member to the Company for this purpose.

委員會會議通知必須送達予所有委員會成員。在此目的下無論當面交給該成員或以口述形式送達或以任何電子形式傳遞至任何提供予公司的電子號碼或電郵位址均被視為正式送達。

- (g) Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會成員可以透過電話會議或其它相似的通訊設備參加委員會會議。而透過該設備參與會議的所有人能夠聽見對方。根據本條款參加會議將構成以親身方式參加該會議。

3 Frequency of Meetings

會議的次數

Meetings shall be held not less than once a year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time. The chairman of the Committee or any two members of the Committee may request a meeting if they consider it necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

會議應每年召開不少於一次，或按不時適用於公司的上市規則或其他法律要求的會議頻率。如委員會的主席或任何兩名委員會成員認為有需要，可以要求召開會議。委員會會議須按委員會主席的指示，由委員會的秘書作出安排。

4 Committee's Resolutions

委員會的決議

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 and may consist of several documents in the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會的所有成員簽署的書面決議是有效及有作用的，該決議將視作為於委員會會議上通過。該決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。該決議可以傳真或其他電子通訊方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

5 Authorities and Purposes

授權及目的

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.

委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

- (b) The Committee should utilise information received internally and externally to satisfy itself that base salaries are competitive with current market conditions and that the total remuneration package/benefits are competitive with other companies of a similar size, business nature and scope as the Company.

委員會應使用透過內部及外部取得的資料，令其信納，公司的基本薪酬與現行市場情況比較是具競爭力，以及與其他擁有相似規模、業務性質及範疇的公司，公司的總薪酬待遇／利益是具競爭力的。

- (c) The purpose of the establishment of the Committee is to enable the Company to be more open and objective in the setting of its remuneration in respect of the executive directors of the Board and the senior management of the Company.

委員會設立的目的是讓公司可以更加公開及客觀地制訂董事會執行董事及公司的高級管理人員的薪酬。

- (d) The Committee is to review and make recommendations concerning the remuneration packages and benefits of the directors of the Board and the senior management of the Company as an independent and impartial committee. No director shall be involved in deciding his or her own remuneration.

委員會是一個獨立、公平的委員會，對公司董事會的董事及高級管理人員的薪酬待遇及利益作出檢討及提出建議。任何董事不得參與訂定本身的酬金。

- (e) The Committee should consult the chairman of the Board and/or the chief executive of the Company about its remuneration proposals for other executive Directors. The Committee is authorised by the Board, and at the reasonable expense of the Company, 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.

委員會應就其他執行董事的薪酬計畫諮詢公司的主席及／或行政總裁。委員會已獲董事會授權，如委員會認為有需要，可由公司支付合理的費用，向外索取法律或其他獨立專業意見及確保有關經驗及專業的外聘人員出席會議。

- (f) The Committee is to be provided with sufficient resources to perform its duties.

委員會應獲供給充足資源以履行其職責。

- (g) The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, except to the extent such delegation is limited by the Listing Rules or other applicable laws. The actions of any such subcommittee shall be presented to the full committee at the next scheduled meeting.

委員會可於適當情況下組成及授權由一名委員會成員或以上組成的小組委員會，惟有關授權受上市規則或其他適用法律所限。任何有關小組委員會的行動應於下一屆計劃會議上向完整委員會呈報。

6 Reliance

Each member of the Committee is entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary.

委員會成員各自有權在並無實際得悉資料失實的情況下，依賴向本公司提供資料的本公司內外該等人士及組織的誠信，以及有關人士及組織向本公司提供的財務及其他資料的準確性及完整性。

7 Duties

職責

The duties of the Committee shall include:

委員會的職責應包括：

- (a) assess, review and make recommendations, once a year or as and when required, to the Board in respect of the remuneration packages and overall benefits for the directors of the Board and the senior management of the Company;

每年一次，或當被要求時，對公司的董事會董事及公司的高級管理人員的薪酬待遇及其整體的利益，進行評核、檢討及向董事會提出建議；

- (b) make recommendations to the Board in relation to all consultancy agreements and service contracts, or any variations, renewals or modifications thereof, entered into between the Company and the directors of the Board or any associate company of any of them;

就公司與董事會董事或其任何之聯繫公司訂立的所有顧問協定及服務合約，或其任何變動、更新或修改，向董事會提出建議；

- (c) form a view and advise the shareholders of the Company (“Shareholders”) with respect to any service contracts of a director or proposed director of the Company or its subsidiaries that is required to be approved by the Shareholders under Rule 13.68 of the Listing Rules as to (i) whether the terms are fair and reasonable, (ii) whether such service contract is in the interests of the Company and the Shareholders as a whole and (iii) how to vote;

就根據上市規則第 13.68 條需由本公司股東（「股東」）批准之本公司或其附屬公司之董事或建議董事之服務合約形成意見並就 (i) 條款是否屬公平合理、(ii) 服務合約是否符合本公司及其股東之整體利益及 (iii) 如何投票向股東提供意見；

- (d) consider what details of the directors’ and senior management’s remuneration/benefits should be reported in addition to those required by law in the Company’s annual report and accounts and how those details should be presented;

除法律要求必須上報的資料外，考慮在公司年度報告及帳目內報告董事會董事及高級管理人員的酬金／利益的詳情，並且研究如何描述該等詳情；

- (e) make recommendations to the Board on the Company’s policy and structure for all directors’ (including non-executive directors and independent non-executive directors) and senior management’s remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, and place recommendations before the Board concerning the total remuneration and/or benefits granted to the directors from time to time;

對董事（包括非執行董事及獨立非執行董事）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式以制訂薪酬政策，向董事會提出建議。委員會亦需要就董事的總薪酬及／或利益，向董事會不時提出建議；

- (f) 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建議；

- (g) determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, or make recommendations to the Board on the 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);

獲董事會授責釐定個別執行董事及高級管理人員的薪酬待遇，或向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括實物利益、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）；

- (h) make recommendations to the Board on the remuneration of non-executive directors;

就非執行董事的薪酬向董事會提出建議；

- (i) 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酬、須付出的時間及職責以及集團內其他職位的雇用條件；

- (j) 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；

- (k) 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雇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；

- (l) ensure that no director or any of his or her associates is involved in deciding his or her own remuneration;

確保任何董事或其任何連絡人不得參與釐定他或她自己的薪酬；

- (m) assess the performance of the directors of the Board and the senior management of the Company;

- (n) 評估董事會董事及本公司高級管理層的表現；cater for the Company to be in a position to offer and maintain competitive and attractive overall benefits to recruit and maintain high quality personnel at the Board level;

迎合公司的情况讓其可以提供及保持其具競爭力及吸引力的整體福利以徵募及挽留高品質的董事會層的人材；

- (o) administer and make recommendations to the Board on any share option schemes that may be adopted by the Company;

管理本公司可能採納的任何購股權及就此向董事會提出建議；

- (p) do any such things to enable the Committee to perform its duties and functions conferred on it by the Board; and

進行任何事項以便委員會可以履行董事會授於其的職責及職能；及

- (q) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable laws.

遵守董事會不時訂明的任何規定、指示及規則，及遵守公司的組織章程、上市規則或適用法律中的任何規定、指示及規則。

8 Reporting Procedures

報告程序

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, copies of the minutes/resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

委員會應向董事會報告。在委員會的會議／書面決議之後的下一個董事會，委員會要向董事會呈交委員會會議紀錄／決議的副本。該會議記錄或決議應訂明委員會的調查結果、建議及決定。

- (b) The Committee shall evaluate and assess its performance and the adequacy of these terms of reference from time to time and recommend any proposed changes to the Board.

委員會應不時評估及評定其表現及該等職權範圍的充足程度，並向董事會建議任何建議變動。

9 Publication and Update of the Terms of Reference

職權範圍的發佈及更新

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Stock Exchange of Hong Kong Limited's and the Company's website.

當有需要時，本職權範圍應就環境及法定要求（如，上市規則）的改變而作出更新及修改。本職權範圍應透過將資料登載於香港聯合交易所有限公司及公司網站上向公眾公開。

10 Communication with Shareholders

與股東之通訊

The chairman of the Board should attend the Company's annual general meeting and invite the chairman of the Committee or in the absence of the chairman of the Committee, invite another member of the Committee or failing this his or her duly appointed delegate, to attend and be available to answer questions at the Company's annual general meeting.

董事會主席應出席股東周年大會，並邀請委員會的主席，或在該委員會的主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）出席並在股東周年大會上回答提問。