

Contel Technology Company Limited

康特隆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(一家於開曼群島註冊成立的有限公司)

(Stock Code: 1912)

(股份代號：1912)

Terms of Reference of the Remuneration Committee

薪酬委員會實施細則

1. Constitution 組成

The remuneration committee of Contel Technology Company Limited (the “**Company**”) (the “**Committee**”) is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) at its meeting held on 21 June 2019.

康特隆科技有限公司(「**本公司**」)薪酬委員會(「**委員會**」)是按本公司董事會(「**董事會**」)於2019年6月21日通過的決議案成立的。

2. Membership 成員

- 2.1 Members of 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 shall be independent non-executive directors of the Company.

委員會成員須由董事會從本公司的董事中委任。委員會最少由三名成員組成，大部份成員必須是本公司獨立非執行董事。

- 2.2 The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and shall be an independent non-executive director of the Company.

委員會主席(「**主席**」)須由董事會任命及必須為本公司的一名獨立非執行董事。

- 2.3 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.

董事會及委員會分別通過決議，方可對委員會的成員進行罷免或委任額外人士成為委員會成員。

- 2.4 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 (the “**Listing Rules**”) as amended from time to time.

委員會的組成應遵守經不時修訂的香港聯合交易所有限公司證券上市規則「**上市規則**」的要求。

3. Proceedings of the Committee 會議程序

3.1 Notice of Meeting 會議通知:

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days' notice.

除非委員會全體成員同意，委員會的會議通知期，不應少於七天。

- (b) A Committee member may at any time summon a Committee meeting.

任何一位委員會成員於任何時間均可召集委員會會議。

- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine, provided that a Committee member shall not be in attendance when his/her own remuneration package or benefits are being discussed.

會議通知可通過口頭形式、書面形式、或以電話、傳真或電郵按照委員會成員不時通知公司秘書的號碼和地址致委員會成員本人，或以委員會成員不時議定的方式發出予委員會各成員，惟在討論個別委員會成員的薪酬方案或福利時，該委員會成員不應在場。

- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.

以口頭形式做出的通知，應在會議召開前以書面方式確認。

- (e) 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. Such agenda and other documents should be sent in a timely manner and at least 3 days before the intended date of a meeting (or other period agreed by the Committee).

會議通知必須說明會議的時間、地點，並提供會議議程以及委員會成員參加會議所需審閱的其他文件。該會議議程以及其他檔應至少在計劃舉行會議日期的三天前（或委員會協議的其他時間內）送出。

3.2 The quorum of the Committee meeting shall be two members of the Committee.

委員會的會議法定出席人數為兩位委員會成員。

3.3 The Secretary of the Company shall act as the secretary of the Committee.

本公司秘書將成為委員會秘書。

3.4 Other Board members shall also have the right of attendance.

其他董事會成員均有權出席。

4. Written resolutions 書面決議

Subject to the consent of all Committee members, written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會成員可以以書面贊成方式通過書面決議，惟必須所有委員會成員同意。本條文不影響上市規則有關舉行董事會或委員會會議的任何要求。

5. Alternate Committee members 委任代表

Except for the situation as specified in clause 7(j) below, a Committee member may not appoint any alternate.

除下述第7(j)條所述情形之外，委員會成員不能委任代表。

6. Authorities of the Committee 委員會的權力

6.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 7 below.

委員會獲董事會授權處理下述第7條所述的事項。

6.2 The Committee shall be provided with sufficient resources to perform all of its responsibilities. The Committee should have access to independent professional advice if necessary.

委員會應獲給予充足資源以履行其職責。委員會應可尋求獨立專業意見。

7. Duties 職責

The duties of the Committee shall be:

委員會的職責為：

(a) to consult the chairman and/or chief executive about their remuneration proposals for other executive directors;

就其他執行董事的薪酬建議諮詢主席及／或行政總裁；

(b) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

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薪酬政策，向董事會提出建議；

- (c) 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建議；

- (d) to determine, with delegated responsibility, or to make recommendations to the Board, the remuneration packages of individual executive directors and senior management. The remuneration packages should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

獲董事會轉授責任釐定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）；

- (e) to 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；

- (f) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries (the "Group");

考慮同類公司支付的薪酬、須付出的時間及職責、以及本公司及其附屬公司（「本集團」）內其他職位的僱用條件；

- (g) 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；

- (h) 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；

- (i) to ensure that no director or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration.

確保任何董事或其任何連絡人（定義見上市規則）不得參與釐定其本人的薪酬；

- (j) to attend annual general meetings of the Company, and be available to answer questions at such annual general meetings. The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval. The Company's management should ensure the external auditor attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence; and

Note: the Chairman of the Committee shall attend annual general meetings of the Company; and in the Chairman's absence, another member of the Committee or failing this, the Chairman's duly appointed delegate, shall attend.

出席公司的股東週年大會，並須在股東週年大會中回答提問（註：主席應出席本公司的股東週年大會；若主席未能出席，則另一名委員會成員（或如該名委員會成員未能出席，則主席適當委任的代表）應出席）。董事會轄下的獨立委員會（如有）的主席亦應在任何批准以下交易的股東大會上回應問題，即關連交易或任何其他須經獨立股東批准的交易。本公司的管理層應確保外聘核數師出席股東週年大會，回答有關審計工作，編製核數師報告及其內容，會計政策以及核數師的獨立性等問題；及

- (k) in respect of any service agreement to be entered into between any members of the Group and its director or proposed director that requires shareholder approval, to review and provide recommendation to the shareholders of the Company (other than shareholder(s) who is/are director(s) with a material interest in the relevant service agreements and their respective associates) as to whether the terms of the service agreements are fair and reasonable and whether such service agreements are in the interests of the Company and the shareholders as whole, and to advise shareholders on how to vote.

就任何集團成員及其董事或擬擔任董事者簽訂任何須獲得股東批准的服務合約檢討及告知本公司股東（身份是董事並在該等服務合約中有重大利益的股東及其連絡人者除外）有關條款是否公平合理，就有關合約是否符合公司及其股東整體利益提出意見，並就股東該如何表決而提出意見。

8. Reporting procedures 報告程序

- 8.1 Full minutes of Committee meeting (which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed) shall be kept by a duly-appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The duly-appointed secretary of the meeting shall circulate the draft and final version of minutes of meeting to all members of the Committee for their comments and records respectively within a reasonable time after the meeting is held, and circulate the final version of minutes of meeting to all directors of the Company within a reasonable time after the meeting is held. The procedures set out in this clause 8.1 shall also apply to the written resolutions of the Committee as referred to in clause 4 above.

經正式委任的會議秘書應存備委員會的會議記錄（其應對會議上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），若有任何本公司董事發出合理通知，應公開有關會議記錄供其在任何合理的時段查閱。經正式委任的會議秘書應將會議記錄的初稿及最後定稿於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，最後定稿作記錄之用，並在會議結束後的一段合理的時間內發送會議記錄的最後定稿予本公司的所有董事。本第8.1條所述的程序亦適用於上述第4條所述的委員會書面決議。

- 8.2 The Committee should report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會應向董事會匯報其決定或建議，除非委員會受法律或監管限制所限而不能作出匯報（例如因監管規定而限制披露）。

9. **Continuing application of the articles of association of the Company** 本公司章程的持續適用

The articles of association of the Company regulating the meetings and proceedings of the Directors 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.

本公司章程作出的規範的董事會會議程序式的規定，如果也適用於委員會會議並且並未被本實施細則所取代，亦應適用於委員會的會議程序。

10. **Powers of the Board** 董事會權力

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (the Corporate Governance Code and Corporate Governance Report) to 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.

董事會在遵守本公司章程及上市規則（包括上市規則附錄十四《企業管治守則》及《企業管治報告》）的前提下，隨時修訂、補充及廢除本實施細則以及委員會已通過的任何決議，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。

11. **Language** 語言

If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

本實施細則的中、英文版，如有歧異，應以英文版為準。

12. **Effective Date** 生效日期

This terms of reference shall take effect from 21 June 2019.

本實施細則由2019年6月21日起生效。

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