

**SHUN HO HOLDINGS LIMITED**  
(順豪控股有限公司)

**TERMS OF REFERENCE OF  
REMUNERATION COMMITTEE**

薪酬委員會職權範圍書

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#### *Formation*

##### *成立*

1. The Committee was formed pursuant to the board resolution of Shun Ho Holdings Limited (“the Company”) passed on 20 April 2005.  
委員會依據順豪控股有限公司（『本公司』）於二零零五年四月二十日通過的董事會決議案而成立。

#### *Composition and Quorum*

##### *組成及法定人數*

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors. [R 3.25]  
委員會成員經由本公司董事會從本公司的非執行董事及執行董事中委任，而委員會的大部份成員應為獨立非執行董事。

Members : The Committee shall consist of not less than 3 members.  
成員 : 委員會最少由三名成員組成。

Quorum : 2  
法定人數 : 2

3. The Chairman of the Committee shall be appointed by the board and should be an independent non-executive director. [R3.25]  
委員會主席須由董事會委任，並且應為獨立非執行董事。
4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.  
委員會會議及程序須受本公司的組織章程細則所載的董事會會議程序規定所規管。

#### *Authority*

##### *權力*

5. The Committee is authorised by the board to investigate any activity within its 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.  
董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，滿足其任何要求。

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6. The Committee is authorised by the board 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. *[E.1.1]*  
董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

#### *Duties*

#### 職責

7. The duties of the Committee shall be:  
委員會的職責如下：
- (a) To make recommendations to the board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. *[E.1.2(a)]*  
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。
- (b) To make recommendations to the board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. Factors which should be taken into consideration include but not limited to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group. *[E.1.2(c)&(e)]*  
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融（包括喪失或終止職務或委任的賠償）。應考慮的因素包括但不限於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僱用條件。
- (c) To review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives. *[E.1.2(b)]*  
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 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. *[E.1.2(f)]*  
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。

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- (e) 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. [E.1.2(g)]  
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。
- (f) To make recommendations to the board on the remuneration of non-executive directors. [E.1.2(d)]  
就非執行董事的薪酬向董事會提出建議。
- (g) To ensure that no director or any of their associates (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) is involved in deciding that director’s own remuneration. [E.1.2(h)]  
確保任何董事或其任何聯繫人（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））不得參與釐定其本身的薪酬。
- (h) To review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. [E.1.2(i)]  
審閱及／或批准上市規則第 17 章所述有關股份計劃的事宜。
- (i) To consult the chairman and/or the chief executive about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary. [E.1.1]  
就執行董事的薪酬建議諮詢主席及／或行政總裁。如有需要，委員會應可尋求獨立專業意見。
- (j) To consider other topics as defined by the board.  
研究其他由董事會界定的課題。

Last updated: 29 December 2022

最新修訂: 二零二二年十二月二十九日