



溫嶺浙江工量刃具交易中心股份有限公司
Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(於中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1379)

(股份代號：1379)

(“Company”)

(「本公司」)

Terms of reference of the Remuneration Committee (the “Committee”)
of the Board of directors (the “Board”) of the Company
本公司董事會(「董事會」)薪酬委員會(「委員會」)職權範圍

1. CONSTITUTION

1.1. The Committee is established pursuant to a resolution passed by the Board at its meeting held on 7 December 2020. Set out below are the terms of reference of the Committee (the “**Terms of Reference**”) adopted by the Board on 7 December 2020, as amended pursuant to resolutions passed by the Board on 30 December 2022.

2. MEMBERSHIP

2.1. Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company.

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

2.3. The company secretary of the Company shall be the secretary of the Committee.

2.4. The appointment of the members or secretary 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.

組成

本委員會是按董事會於2020年12月7日會議通過成立的。以下載列董事會於2020年12月7日採納並根據董事會於2022年12月30日通過的決議案進行修訂的委員會職權範圍(「**職權範圍**」)。

成員

委員會成員由董事會從董事會成員中委任組成，委員會人數最少三名，而大部份之委員須為本公司的獨立非執行董事。

委員會主席由獨立非執行董事擔任及由董事會委任。

本公司的公司秘書為委員會的秘書。

經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員或秘書。

3. PROCEEDINGS OF THE COMMITTEE

3.1. Notice:

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the purpose, 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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least three days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

3.2. **Quorum:** The quorum of the Committee meetings shall be two members of the Committee.

3.3. **Frequency:** Meetings shall be held at least once a year.

3.4. No Committee member may vote on any resolution of the Committee regarding his own remuneration.

3.5. Written resolutions may be passed by all Committee members in writing, provided that such written resolutions must be signed by all Committee members.

會議程序

會議通知：

- (a) 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於七天。
- (b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件或傳真發出予各委員會成員不時通知秘書的電話或傳真號碼或郵寄地址或電郵地址，或其他委員會成員不時議定的方式發出。
- (c) 以口頭通知方式召開的會議，應儘快(及在會議召開前)以書面方式確實。
- (d) 會議通告必須說明開會目的、時間、地點連同議程及有關文件一併送出予各成員參閱。下文第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的最少三天前(或委員會全體成員協定的其他時間內)送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

法定人數：委員會會議的法定人數為兩位委員會成員。

開會次數：每年最少開會一次。

委員會成員不能就有關其本身的薪酬決議上投票。

書面決議案可由所有委員會成員以書面方式通過，惟有關書面決議案必須由所有委員會成員簽字同意。

4. OVERRIDING PRINCIPLES

- 4.1. Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary.
- 4.2. No director should be involved in deciding his own remuneration.
- 4.3. The Committee should consult the chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to independent professional advice if considered necessary.

5. ALTERNATE COMMITTEE MEMBERS

- 5.1. A Committee member may not appoint any alternate.

6. AUTHORITY OF THE COMMITTEE

- 6.1. The Committee may exercise the following powers:

- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendations to the Company's Board for any change to the proposed terms of such contract;
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
- (c) to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any director or dismissing any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- (d) to obtain external legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;
- (e) to have access to sufficient resources in order to perform its duties;

首要原則

所定的薪酬的水平應足以吸引及挽留董事管理好公司營運，而又不致支付過多的酬金。

任何董事不得參與訂定其本身的薪酬。

委員會應就其他執行董事的薪酬建議諮詢主席及／或行政總裁，如認為有需要，亦可索取獨立的專業意見。

委任代表

委員會成員不能委任代表。

委員會的權力

委員會可以行使以下權力：

- (a) 在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向本公司的董事會就變更該等合同的條款提出建議；
- (b) 就執行董事及高級管理人員的薪酬、獎金及福利提供意見；
- (c) 在有證據顯示相關董事及／或僱員失職時，要求董事會召開股東大會(如有需要)罷免任何董事或解僱任何僱員；
- (d) 如委員會覺得有需要，可就涉及本職權範圍的任何事宜向外界尋求法律或其他獨立專業意見並由本公司負責有關費用，如委員會覺得有需要，其亦可邀請具備相關經驗及專業才能的外界人士出席委員會會議；
- (e) 可取得足夠資源以履行其職務；

- (f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendations to the Board for any changes it considers necessary; and
- (g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2. The Committee should be provided with sufficient resources to perform its duties.

7. DUTIES

7.1. The duties of the Committee shall be:

- (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;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) 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;
- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibility and employment conditions elsewhere in the group;
- (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 for the Company;

- (f) 每年檢討本職權範圍及其有效性，如委員會覺得有需要，可向董事會提供修改建議；及
- (g) 為使委員會能恰當地執行其於下文第七章項下的職責，行使其認為有需要及權宜的權力。

委員會應獲供給充足資源以履行其職責。

職責

薪酬委員會的職責為：

- (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) 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；
- (c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、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)；
- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 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僱傭條件；
- (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；

- (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;
- (h) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”); and
- (i) to ensure that no director or any of his associates is involved in deciding his own remuneration.

8. REPORTING PROCEDURES

- 8.1. Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2. The secretary of the Committee shall circulate the draft and final versions of minutes of the meetings of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comments and records respectively within a reasonable time after the relevant meeting or before the passing of the written resolutions.
- 8.3. The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

- 9.1. 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.

- (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；
- (h) 審閱及／或批准《香港聯合交易所有限公司證券上市規則》(「上市規則」)第十七章所述有關股份計劃的事宜；及
- (i) 確保任何董事或其任何聯繫人不得參與釐定其自身薪酬。

報告程序

委員會的完整會議紀錄及所有書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議通過前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體委員供委員表達意見及作紀錄之用。

委員會秘書應將本公司各財政年度委員會所有會議紀錄存檔，以及具名紀錄個別委員於該財政年內委員會會議的出席率。

本公司組織章程細則的持續適用

就前文未有作出規範，但本公司組織章程細則作出了規範的董事會議議程序的規定，適用於委員會的會議程序。

10. POWERS OF THE BOARD

10.1. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

These terms of reference are written in English and Chinese. In the event of inconsistency, the English version prevails.

本職權範圍以中文及英文書寫；如兩種文本之間有任何差異，概以英文版本為準。

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* *For identification purpose only*

* 僅供識別

董事會權力

董事會可在不違反公司組織章程細則及上市規則(包括上市規則之附錄十四《企業管治守則》或本公司自行制定的企業管治常規守則(如被採用))的前提下，隨時修訂、補充及廢除本職權範圍及委員會通過的決議，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已採取的行動的有效性。