

MOG HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

**TERMS OF REFERENCE OF THE
REMUNERATION COMMITTEE**
薪酬委員會職權範圍

(revised and adopted on 30 December 2022)
(於2022年12月30日修訂及採納)

MOG Holdings Limited

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薪酬委員會職權範圍（於2022年12月30日修訂及採納）

Constitution

組織

1. The board of directors (the “**Board**”) of MOG Holdings Limited (the “**Company**”) hereby resolves to establish a remuneration committee of the Board (the “**Remuneration Committee**”). The constitution of the Remuneration Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

MOG Holdings Limited（「本公司」）董事會（「董事會」）現議決於董事會轄下成立一個薪酬委員會（「薪酬委員會」）。薪酬委員會的組成必須遵守香港聯合交易所有限公司（「聯交所」）不時制定的證券上市規則（「《上市規則》」）的要求。

Membership

成員

2. The members of Remuneration Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director. 薪酬委員會成員須由董事會委任，並由不少於三名成員組成，其中大部分應為獨立非執行董事。薪酬委員會的法定人數為兩人，其中一人須為獨立非執行董事。
3. The chairman of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive director. 薪酬委員會主席須由董事會委任，並且須為獨立非執行董事。
4. The company secretary shall be the secretary of the Remuneration Committee. 公司秘書為薪酬委員會秘書。
5. The members of the Remuneration Committee shall not have personal financial interest (other than being a shareholder of the Company) and conflicts of interest arising from cross-directorships. 薪酬委員會的成員（除作為公司的股東外）不得有個人財務利益，也不得因交叉董事關係而產生利益衝突。

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6. The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the articles of association of the Company (the “**Articles**”).
成員的任期為自任命之日起一年（可續期），並受公司章程的規定（「**章程**」）約束。
7. The appointment of the members and secretary of the Committee may be revoked, or additional members may be appointed by separate resolutions passed by the Board and by the Remuneration Committee. An appointment of the Member shall be automatically revoked if such member ceases to be a director of the Company.
薪酬委員會成員和秘書的任命可以撤銷，也可以通過董事會和薪酬委員會通過的單獨決議任命其他成員。如果該成員不再擔任公司董事，則該成員的任命將自動撤銷。

Attendance at meetings

出席會議

8. Unless otherwise agreed by all the members of the Remuneration Committee, a meeting of the Remuneration Committee (the “**Meeting**”) shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall be given to each member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing. 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 for the purposes of the Meeting.
除非薪酬委員會全體成員同意，薪酬委員會會議（下稱「**會議**」）的召集至少需要14天通知。成員可以，及秘書必須根據成員的要求，於任何時間召開會議。向各成員發出的會議通知必須於會議召開之前至少14天通過親身口頭傳遞、或者以書面、電話、電傳、電報、傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼、地址，或成員可能不時決定之其他通訊方式。任何以口頭發出的通知必須以書面形式確認。會議通知必須註明會議舉行的時間和地點，並須附上議程及其他可能需要成員在會議上考慮的文件。

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9. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the Meetings.
薪酬委員會秘書或其未克出席，其代表或任何一位薪酬委員會成員將出任會議秘書。
10. Members of the Remuneration Committee may attend Meetings either in person or through other electronic means of communication.
薪酬委員會成員可以親身出席方式或以其他電子通訊設備形式參加會議。
11. Resolutions of the Remuneration Committee at any Meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.
任何薪酬委員會的決議如超過兩名成員列席，必須經由大多數列席成員投票贊成才能獲得通過；如列席成員人數只有兩名，則必須一致贊成才能通過。

Frequency of meetings

會議次數

12. Meetings shall be held at least once a year.
會議次數須不少於每年一次。
13. Additional meetings shall be held as the work of the Remuneration Committee demands or as convened by any member of the Remuneration Committee at his or her discretion.
額外會議應按薪酬委員會的工作要求而召開，或由薪酬委員會的任何成員酌情召開。
14. Proceedings of the meetings of the Remuneration Committee shall be governed by the Articles.
薪酬委員會會議的程序應受本章程的管轄。

Authority

權力

15. The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.
董事會授權薪酬委員會按照其職權範圍向本公司之管理層索取進一步所需資料。

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16. The Remuneration 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.

董事會授權薪酬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

職務

17. The duties of the Remuneration Committee shall be:

薪酬委員會的職務如下：

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

就本公司董事及高級管理人員^註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此等薪酬政策，向董事會提出建議；

- (b) 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；

- (c) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management^{Note}, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The Remuneration Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

獲董事會轉授以下職責，即釐訂全體執行董事及高級管理人員^註的特定薪酬待遇，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），並就非執行董事的薪酬向董事會提出建議。薪酬委員會應考慮的因素包括同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應該按表現釐訂薪酬等；

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- (d) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；
- (e) to review and approve the compensation payable to executive directors and senior management^{Note} in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
檢討及批准向執行董事及高級管理人員^註支付那些與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔；
- (f) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is 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，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；
- (g) either:
- (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
- (ii) 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;

以下兩者之一：

- (i) 獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇；或
- (ii) 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）；

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- (h) 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；
- (i) 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酬、須付出的時間及職責以及集團內其職位的僱用條件；
- (j) to ensure that no director or any of his associates is involved in deciding his own remuneration;
確保任何董事或其任何聯繫人不得自行釐訂薪酬；
- (k) to assess performance of executive directors and approve the terms of executive directors' service contracts;
評估執行董事表現，並批准執行董事服務合約之條款；
- (l) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Listing Rules; and
向股東建議，如何就任何須（根據《上市規則》第13.68條的規定）取得股東批准的董事服務合約，進行表決；以及
- (m) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules (where applicable).
根據上市規則第17章（如適用）審閱及／或批准有關股份計劃的事宜。

Reporting procedures

彙報程式

18. Draft and final versions of the minutes of the Meetings shall be sent to all Remuneration Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of Meetings and reports of the Remuneration Committee to all members of the Board.

會議記錄的草稿及最終稿須向各薪酬委員會成員傳閱，以供其審閱及存錄。薪酬委員會秘書或其代表須將薪酬委員會的會議記錄及報告向董事會全體成員傳閱。

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Continuing application of the Articles

持續應用章程

19. The Articles regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and not inconsistent with the provisions herein shall apply, *mutatis mutandis*, to regulate the meetings and proceedings of the Remuneration Committee. 規範本公司董事會會議和議事程序的章程，只要適用且與本規定不抵觸，應作必要的變通，以規範薪酬委員會的會議和議事程序。

Publication and update of the terms of reference of the Remuneration Committee

刊登薪酬委員會職權範圍

20. 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. The terms of reference of the Remuneration Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request. 這些職權範圍應根據香港情況的變化和監管要求的變化（例如《上市規則》）在必要時進行更新和修訂。薪酬委員會的職權範圍應登載於本公司及聯交所的網站上，及在有人要求時，提供有關資料。薪酬委員會的職權範圍應登載於本公司及聯交所的網站上，及在有人要求時，提供有關資料。
21. The Board may, subject to compliance with the Articles 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 Remuneration Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Remuneration Committee shall invalidate any prior act or resolution of the Remuneration Committee which would have been valid if such terms of reference or resolution had not been amended or revoked. 董事會可在遵守《公司章程》和《上市規則》（包括《上市規則》附錄十四所載的《企業管治守則》，或如本公司通過的情況下，採用本公司自身的企業管治守則）的規定，對其進行修訂，補充並撤銷這些職權範圍和薪酬委員會通過的任何決議，但前提是，對這些職權範圍和薪酬委員會通過的決議的任何修改和撤銷均不得使薪酬委員會的任何先前的行為或決議有效，如果這些職權範圍或決議尚未被修改或撤銷。

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Others

其他事項

22. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's activities and their responsibilities.
薪酬委員會的主席，或在該委員會的主席缺席時由另一名成員（或如該名成員未能出席，則其適當委任的代表）須出席股東周年大會並在股東周年大會上回答有關薪酬委員會的職能及責任的提問。
23. The Remuneration Committee should be provided with sufficient resources to discharge its duties.
薪酬委員會應獲供給充足資源以履行其職責。

Notes:

註：

- (1) “**Senior management**” shall refer to the same category of persons as referred to in the Company's prospectus and annual report and is required to be disclosed under Appendix A1a41(5) of the Listing Rules.
「高級管理人員」指本公司招股章程及年報內提及的同一類別的人士；按《上市規則》附錄A1a41(5)條，這類人士的身份須予以披露。
- (2) The Chinese version is for reference only, and the English version shall prevail in case of any inconsistency between the English version and the Chinese translation thereof.
中文版本僅供參考，英文版本與中文翻譯如有歧義，概以英文版本為準。