



中核國際有限公司

CNNC INTERNATIONAL LIMITED

薪酬委員會職權範圍書

**TERMS OF REFERENCE FOR THE
REMUNERATION COMMITTEE**

(於二零零五年九月十六日採納

及於二零零八年十二月四日

和二零二二年十二月二十日修訂，並於二零二三年一月一日生效)

(adopted on 16 September 2005 ,

amended on 4 December 2008 and

20 December 2022, and effective on 1 January 2023)

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CNNC INTERNATIONAL LIMITED

薪酬委員會
REMUNERATION COMMITTEE

(於二零零八年十二月四日
和二零二二年十二月二十日修訂，並於二零二三年一月一日生效)
**(amended on 4 December 2008
and 20 December 2022, and effective on 1 January 2023)**

委員會成員：

Committee members：

獨立非執行董事

Independent Non-Executive Director

崔利國先生 Mr. Cui Liguó

張雷先生 Mr. Zhang Lei

陳以海先生 Mr. Chan Yee Hoi

執行董事

Executive Director

張義先生 Mr. Zhang Yi

非執行董事

Non-Executive Director

吳戈先生 Mr. Wu Ge

委員會主席

Chairman of the Committee：

崔利國先生 Mr. Cui Liguó

委員會秘書

Secretary of the Committee：

李守仁先生 Mr. Li Philip Sau Yan

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成立

Formation

委員會依據中核國際有限公司（「本公司」）於二零零五年九月十六日通過的董事會決議案而成立。

The Committee was formed pursuant to the Board resolution of CNNC International Limited (“the Company”) passed on 16 September 2005.

組成及法定人數

Composition and Quorum

委員會的大部分成員應為獨立非執行董事。

Majority of the committee members should be independent non-executive directors.

成員：
崔利國先生
張 義先生
吳 戈先生
張 雷先生
陳以海先生

Members:
Mr. Cui Liguo
Mr. Zhang Yi
Mr. Wu Ge
Mr. Zhang Lei
Mr. Chan Yee Hoi

法定人數： 2 名獨立非執行董事

Quorum: 2 of the independent non-executive directors

委員會會議及程式須受本公司的組織章程和細則所載的董事會會議程式規定所規管。

The meetings and proceedings are governed by the provisions contained in the memorandum of association and bye-laws of the Company for regulating meetings and proceedings of Directors.

權力

Authority

1. 董事會授權委員會按照其職權範圍進行任何調查。 委員會有權向任何雇員索取任何所需資料，而所有雇員亦獲指示與委員會合作，滿足其任何要求。

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.

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2. 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。
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.

職責
Duties

薪酬委員會的職責如下：-

The duties of the Remuneration Committee shall be:—

1. 就本公司董事及高級管理人員的全體薪酬政策及本公司購股權計劃之分配，及就設立正規而具透明度的程式制訂此等薪酬政策，向董事會提出建議。
To make recommendations to the board on the Company's policy and structure for all remuneration of directors and senior management, including allocation of share options to directors and senior management under the Company's share option scheme and on the establishment of a formal and transparent procedure for developing the policy on such remuneration.
2. 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的特定薪酬待遇，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、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。
To have the delegated responsibilities to determine the specific remunerations packages of all 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. Factors which should be taken into consideration include but not limited to salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration.
3. 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厘定的薪酬。
To review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the board from time to time.

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4. 檢討及批准向執行董事及高級管理人員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。
To review and approve the compensation payable to executive directors and senior management 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.
5. 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。
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.
6. 就非執行董事的薪酬向董事會提出建議。
To make recommendations to the board on the remuneration for non-executive directors.
7. 確保任何董事或其任何聯繫人不得自行釐訂薪酬。
To ensure that no director or any of his associates is involved in deciding his own remuneration.
8. 審閱及/或批准《香港聯合交易所有限公司證券上市規則》第十七章所述有關股份計劃的事宜。
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.
9. 就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，亦可索取專業意見。
To consult the chairman and/or the chief executive officer about their proposals relating to the remuneration of executive directors and have access to professional advice if considered necessary.
10. 研究其他由董事會界定的課題。
To consider other topics as defined by the board.

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匯報
Reporting

1. 委員會於每次再開會後向董事會彙報。
The Committee shall report to the Board after each meeting.
2. 秘書於合理時間內將每次委員會之會議紀錄給各董事傳閱。
The Secretary shall circulate the minutes of meeting of the Committee within a reasonable time to all members of the Board.

職權範圍書之發表
Publication of the Terms of Reference

本職權範圍書會於本公司網址中芻載。任可人士亦可向公司免費索取。
The Terms of Reference will be posted on the website of the Company. A copy of the Terms of Reference will be made available to any person without charge upon request.

注： 就本職權範圍而言，「高級管理人員」指本公司年報內提及的同一類別的人士。
Note: For the purpose of these terms of reference, “senior management” should refer to the same category of persons as referred to in the Company’s annual report .