

**WINFAIR INVESTMENT COMPANY LIMITED**  
**永發置業有限公司**

**REMUNERATION COMMITTEE**  
**薪酬委員會**

**TERMS OF REFERENCE**  
**權責範圍**

**1. Membership**  
**會員資格**

- 1.1. The Committee shall consist of not less than three members. Members of the Committee shall be appointed by the Board.  
該委員會最少要有三位成員。其成員需由董事會委派。
- 1.2. A majority of the members of the Committee shall be independent non-executive directors.  
該委員會的成員必須以獨立非執行董事佔大多數。
- 1.3. The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.  
董事會應委派獨立非執行董事出任該委員會主席。

**2. Attendance at Meeting**  
**會議出席**

- 2.1. Only members of the Committee shall attend the Committee meetings. Other board members may be invited to attend all or part of any meeting as and when appropriate.  
唯獨該委員會成員才可出席委員會會議。於適當時，其他董事會成員可被邀請出席整個或部份任何會議。
- 2.2. The Company Secretary shall be the Secretary of the Committee and in the absence of the Company Secretary, a member of the Committee shall act as the secretary.  
公司秘書應為該委員會秘書。在公司秘書缺席情況下，一位該委員會成員將成為該委員會秘書。

**3. Quorum**  
法定人數

- 3.1. The quorum necessary for the transaction of business shall be three when the number of member exceeds three, and two when the number of member does not exceed three.  
法定人數為三位成員（如成員人數超過三人）或兩位成員（如成員人數不超過三人），才可處理事務。

**4. Frequency of Meetings**  
會議次數

- 4.1. Meeting shall be held at least once a year.  
每年最少舉行會議一次。

**5. Resolutions**  
書面決議

- 5.1. Anything that may be done by a resolution passed at a meeting of the Committee may be done, without a meeting and without any previous notice being required, by a written resolution of all members of the Committee.  
任何於該委員會會議上可通過之決議，均可在不舉行會議及無需事先通知的情況下，藉該委員會全體成員的書面決議作出。委員會的書面決議具有效力，猶如該決議是由該委員會在委員會會議上通過的一樣。

**6. Authority**  
職權

- 6.1 The Committee is authorized by the Board to obtain outside legal or other independent professional advice if necessary.  
如有需要，董事會可授權該委員會諮詢法律上或其他獨立專業意見。
- 6.2. The Committee shall be provided with sufficient resources to discharge its duties.  
該委員會應獲提供充足資料以履行其職責。

**7. Duties**  
職責

- 7.1. The duties of the Committee shall be:  
該委員會的職責是：
- 7.1.1. 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;  
就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定薪酬政策，向董事會提出建議；

- 7.1.2. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;  
因應董事會所訂定公司方針及目標，檢討及批准管理層的薪酬建議；
- 7.1.3. make recommendations to the Board on the remuneration packages of individual 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) and make recommendations to the Board on the remuneration of non-executive directors. The Committee should consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group. The Chairman and/or the Chief Executive shall be consulted about their remuneration proposals for other executive directors, as the case may be;  
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)，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。薪酬委員會應根據情況就其他執行董事的薪酬建議諮詢主席及/或行政總裁(視乎何者適用而定)；
- 7.1.4. 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；
- 7.1.5. 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；
- 7.1.6. to ensure that no director or any of his associates is involved in deciding his own remuneration; and  
確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬；及
- 7.1.7. to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.  
審閱及/或批准《上市規則》第十七章所述有關股份計劃的事宜。

**8. Reporting Procedures**  
報告程序

- 8.1 The Committee Chairman shall report to the Board after each meeting and make recommendations it deems appropriate.  
每次會議結束後，該委員會主席應向董事會作出匯報及提出建議。