

ON REAL INTERNATIONAL HOLDINGS LIMITED

安悅國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock code: 8245)

(股份代號: 8245)

**TERMS OF REFERENCE FOR THE
REMUNERATION COMMITTEE**

薪酬委員會職權範圍

(Adopted on 16 September 2015)

(於 2015 年 9 月 16 日採納)

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Constitution

組織

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

安悅國際控股有限公司（「**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不時遵守香港聯合交易所有限公司創業板（「**創業板**」）證券上市規則（「**《創業板上市規則》**」）的要求。

Membership

成員

2. The members of Remuneration Committee should be appointed by the Board and must consist of not less than three members, a majority of whom must be independent non-executive directors. A quorum should be two members, one of whom should 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，其中佔大部分須為獨立非執行董事。薪酬委員會的會議法定人數為兩人，其中一人須為獨立非執行董事。

3. The chairperson of the Remuneration Committee should 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，並且必須為一位獨立非執行董事。

4. The company secretary should be the secretary of the Remuneration Committee.

薪酬委員會秘書為公司秘書。

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Attendance at meetings

出席會議

5. Unless otherwise agreed by all the members of the Remuneration Committee, a meeting of the Remuneration Committee (the “**Meeting**”) should be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary should, at any time summon a Meeting. Notice should 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 should be confirmed in writing. Notice of Meeting should state the time and place of the Meeting and should 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（「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、電報或傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼或地址，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。

6. The secretary of the Remuneration Committee or in his absence, his representative or any one member, should 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。

7. 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。

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8. Resolutions of the Remuneration Committee at any Meeting should 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.
任何薪酬委員會的會議如超過兩名成員列席，其決議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

9. Meetings should be held at least once a year.
會議次數應不少於每年一次。

Authority

權力

10. 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。
11. 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

12. The duties of the Remuneration Committee should 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 and

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on the establishment of a formal and transparent procedure for developing remuneration policy;

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 consult the chairman and/or chief executive officer 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 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 Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
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。薪酬委員會應考慮的因素包括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；
- (d) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (e) 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；
- (f) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are

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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；

- (g) 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參與釐定他自己的薪酬；
- (h) to assess performance of executive directors and approve the terms of executive directors' service contracts; and
評估執行董事表現，並批准執行董事服務合約之條款；以及
- (i) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 17.90 of the GEM Listing Rules.
向股東建議，如何就任何須（根據《創業板上市規則》第 17.90 條的規定）取得股東批准的董事服務合約，進行表決。

Reporting procedures

彙報程序

13. Draft and final versions of the minutes of the Meetings should be sent to all Remuneration Committee members for their comments and records respectively. The secretary or his representative should circulate the minutes of the 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，供其審閱及存錄。薪酬委員會秘書或其代表須將會議記錄及薪酬委員會報告向董事會全體成員傳閱。

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Publication of the terms of reference of the Remuneration Committee
刊登薪酬委員會職權範圍

14. The terms of reference of the Remuneration Committee will be posted on the websites of the Company and the GEM, and will be made available upon request.
薪酬委員會的職權範圍應登載於本公司及創業板網站上，及在有人要求時，提供有關資料。

Others
其他事項

15. The chairperson of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, should 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）應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。
16. The Remuneration Committee should be provided with sufficient resources to perform its duties.
薪酬委員會應獲提供充足資源以履行其職責。