



Mingfa Group (International) Company Limited

明發集團(國際)有限公司

(incorporated in the Cayman Islands with limited liability)

(于开曼群岛注册成立的有限公司)

(Stock Code 股份代號: 846)

Terms of Reference of Remuneration Committee

薪酬委員會之職權範圍

Revised and effective on 26 March 2012

2012年3月26日經修訂及生效

1 Membership 成員

- 1.1 Members shall be appointed by the Board and can be removed by the Board at its sole discretion.
成員應由董事會委任，及由董事會全權酌情罷免。
- 1.2 The majority of Members shall be INEDs.
成員應以獨立非執行董事佔大多數。
- 1.3 Chairman shall be appointed by the Board and must be an INED.
主席應由董事會委任及須為獨立非執行董事。
- 1.4 The company secretary of the Company or his/her delegate shall be the Secretary.
秘書應由本公司公司秘書或他／她的代表出任。

2 Duties and Authorities 職責及權限

- 2.1 Committee shall report directly to the Board on its decisions and recommendations after each Meeting.
委員會應於每次會議後直接向董事會匯報其作出之決定及建議。
- 2.2 Committee shall make recommendations to the Board on the Company's policy and structure for remuneration of all Directors and Senior Management and on the establishment of a formal and transparent procedure for developing remuneration policy.
委員會應就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。
- 2.3 Committee shall review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
委員會應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。
- 2.4 Committee shall 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.
委員會應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)。
- 2.5 Committee shall make recommendations to the Board on the remuneration of non-executive Directors (including the INEDs).
委員會應就非執行董事(包括獨立非執行董事)的薪酬及福利向董事會提出建議。
- 2.6 Committee shall consider salaries paid by comparable companies, time commitment

and responsibilities and employment conditions elsewhere in the Group.

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雇用條件及。

- 2.7 Committee shall 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.

委員會應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。

- 2.8 Committee shall review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate.

委員會應檢討及批准因董事行為失當而解雇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。

- 2.9 Committee shall ensure that no Director or any of his associates shall be involved in deciding his own remuneration.

委員會應確保任何董事或其任何連絡人不得參與釐定他自己的薪酬。

- 2.10 Committee shall advise Shareholders on how to vote with respect to any service contracts of Directors that require Shareholders' approval under the Listing Rules.

委員會應向股東建議，如何就任何須根據《上市規則》的規定取得股東批准的董事服務合約，進行表決。

- 2.11 Committee shall administer, implement and/or given effect to any share option scheme adopted by the Company.

委員會應管理、執行和/或實施本公司已採納的任何股權計劃。

- 2.12 Committee shall investigate any activity within the TOR and seek necessary information from any employee of the Group in order to discharge its duties.

委員會應按照本職權範圍進行任何調查及向本集團任何員工索取必要資料以履行其職責。

- 2.13 Committee shall through the Secretary to obtain, where necessary, outside legal or other independent professional advice at the cost of the Company (provided that such cost is reasonable and properly incurred).

委員會應通過秘書作出安排，如認為有需要，對外諮詢法律或其他獨立的專業意見(惟有關費用需合理且適當產生)。

- 2.14 Committee shall be provided with sufficient resources to discharge its duties.

委員會應獲供給充足資源以履行其職責。

- 2.15 Committee shall conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

委員會應符合董事會不時指定或本公司組織章程不時所載又或法例不時所定的任何要

求、指示及規例。

- 2.16 Committee shall review the TOR from time to time as appropriate and recommend to the Board any necessary changes.

委員會應在適當情況下不時審閱本職權範圍，並向董事會建議任何必要的修訂。

- 2.17 Committee shall consider other topics, as defined or assigned by the Board from time to time.

委員會應研究其他由董事會不時界定或委託之課題。

3 Meeting 會議

- 3.1 Committee shall meet at least annually. Only Members and Secretary have the right to attend Meetings. Members may request a Meeting be held if they consider necessary.

委員會應每年至少召開一次會議。只有成員及秘書有權出席會議。成員可在認為有需要時要求召開會議。

- 3.2 Notice, agenda and supporting papers (if any) of any Meetings has to be given at least 14 days orally or in writing prior to any such Meeting being held provided that if a Meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned Meetings is not required if the adjournment is less than 14 days.

會議通知、會議議程及會議文件（如有）需於會議前14天以口頭或書面發出，但即使會議召開的通知期短於前述通知期，如獲半數成員同意召開該會議，該會議須仍視作妥為召開。成員出席該會議視作同意該通知期。如果會議延期少於14天，無須就延會另行發出通知。

- 3.3 A quorum necessary for the transactions of business shall be two Members.

議事的法定人數應為兩名成員。

- 3.4 Members shall declare any conflict of interest at the beginning of each Meeting and the Secretary shall minute them accordingly. The relevant Member shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her associates have a material interest.

在會議開始時，成員應申報任何利益衝突而秘書應作相應記錄。若委員會會議上任何議案涉及委員會成員或其連絡人的重大利益，有關成員不得計入出席會議的法定人數，並且必須放棄表決。

- 3.5 Members may attend Meetings either in person or through other electronic means of communication of which all persons participating in the Meeting are capable of hearing each other.

成員可以親自出席會議，也可通過其他容許全部與會人士聆聽對方聲音之電子通訊方式參加會議。

- 3.6 In the absence of the Chairman, the remaining Members present shall elect one of themselves to chair the Meetings.
若主席未克出席，出席會議的其他成員應在他們當中選出一位成員主持會議。
- 3.7 Committee may, from time to time, invite advisors to the Meeting, including but not limited to external advisors or consultants to advise Members.
委員會可不時邀請顧問(包括但不限於外聘顧問)出席會議向成員提供意見。
- 3.8 Every Member shall give sufficient time and attention to his/her duties as a Member. He/she shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.
每位成員應就履行其職責投入充足的時間和關注。他/她應透過定期及積極地參與本公司事務，向公司貢獻其技能及專長。
- 3.9 Only Members are entitled to vote at the Meetings.
只有成員有權在會議上投票。
- 3.10 Resolutions of the Committee at any Meetings shall be passed by a majority of votes of the Members present.
會議的決議應由出席會議過半數的成員通過。
- 3.11 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Meeting duly convened and held.
經由所有成員簽署的書面決議案，其效力及作用與決議案於正式召開及舉行之審核委員會會議上通過無異。
- 3.12 Secretary (or his/her delegate) shall minute the proceedings and resolutions of each Meeting, including the names of those present and in attendance.
秘書(或其代表)應就每一次會議所考慮事項及決議作記錄，包括出席並參加的人員名單。
- 3.13 Minutes shall be kept by the Secretary. Draft and final versions of minutes shall be circulated to all Members for their comment and record respectively within a reasonable period of time after the Meeting. Such minutes shall be open for Directors' inspection.
會議紀錄應由秘書保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間內先後送發全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。會議記錄須公開予董事查閱。

4 Others 其他

- 4.1 Chairman or in his/her absence, another Member shall attend the Company's annual general meeting and be prepared to respond to any question from Shareholders on the Committee's activities and their responsibilities.
主席(如其未克出席)或委員會另一成員應出席本公司周年股東大會及準備回答股東就委員會的事務及職責的提問。

- 4.2 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke the TOR and any resolution passed by the Committee provided that no amendments to and revocation of the TOR 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.

董事會在遵守本公司公司章程及《上市規則》的前提下，可以隨時修訂、補充及廢除本職權範圍以及委員會已通過的任何決議，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採取的行動的有效性。

- 4.3 The TOR will be posted on both the websites of the Company and Hong Kong Exchanges and Clearing Limited.

本職權範圍將登載於本公司及香港聯合交易所有限公司網站上。

- 4.4 If there is any inconsistency or ambiguity between the English version and the Chinese version of the TOR, the English version shall prevail.

如果本職權範圍的英文版本和中文版本之間有任何不一致或含糊不清的，概以英文版本為準。

5 Definitions 釋義

Board 董事會	Board of Directors 董事會
Chairman 主席	Chairman of the Committee 委員會主席
Committee 委員會	Remuneration committee of the Company 本公司薪酬委員會
Company 本公司	Mingfa Group (International) Company Limited 明發集團(國際)有限公司
Director(s) 董事	Director(s) of the Company 本公司董事
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
INED(s) 獨立非執行董事	Independent non-executive Director(s) 獨立非執行董事

Listing Rules 《上市規則》	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司證券上市規則
Meeting(s) 會議	Meeting(s) of the Committee 委員會會議
Member(s) 成員	Member(s) of the Committee 委員會成員
Secretary 秘書	Secretary of the Committee 委員會秘書
Senior Management 高級管理人員	same category of persons as referred to in the Company's annual report 本公司年報內提及的同一類別的人士
Shareholder(s) 股東	Shareholder(s) of the Company 本公司股東
TOR 職權範圍	Terms of Reference of the Committee 委員會職權範圍