

Boshiwa International Holding Limited
(the “Company”)
博士蛙國際控股有限公司
(“本公司”)

Terms of Reference of the Remuneration Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
adopted by the Board on 30 March 2012
本公司董事會(“董事會”)
薪酬委員會(“委員會”)職權範圍及程序
於2012年3月30日被董事會採納

1. Constitution 組成

1.1 The Committee is established by the Board with its responsibilities:
委員會是由董事會成立的，其職責為：

- (a) 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；
- (b) 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；
- (c) 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；
- (d) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. The remuneration packages should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
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)；
- (e) 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；

- (f) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries (the “**Group**”);
考慮同類公司支付的薪酬、須付出的時間及職責、以及本公司及其附屬公司(「**本集團**」)內其它職位的雇用條件；
- (g) 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；
- (h) 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；
- (i) to ensure that no director or any of his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) is involved in deciding his own remuneration; and
確保任何董事或其任何連絡人（定義見香港聯合交易所有限公司證券上市規則(「**上市規則**」))不得參與釐定他自己的薪酬；及
- (j) in respect of any service agreement to be entered into between any members of the Group and its director or proposed director, to review and provide recommendation to the shareholders of the Company (other than shareholder(s) who is/are director(s) with a material interest in the relevant service agreements and their respective associates) as to whether the terms of the service agreements are fair and reasonable and whether such service agreements are in the interests of the Company and the shareholders as whole, and to advise shareholders on how to vote.
就任何集團成員及其董事或擬擔任董事者簽訂任何服務合約檢討及告知股東（身份是董事並在該等服務合約中有重大利益的股東及其連絡人者除外）有關條款是否公平合理，就有關合約是否符合本公司及其股東整體利益提出意見，並就股東該如何表決而提出意見。

2. Membership 成員

2.1 Members of the Committee shall be appointed by the Board from amongst the

directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.

委員會成員須由董事會從本公司的董事中委任。委員會最少由三名成員組成，大部份成員必須是獨立非執行董事。

2.2 The chairman of the Committee shall be appointed by the Board and has to be an independent non-executive director of the Company.

委員會主席須由董事會任命，及必須為本公司的獨立非執行董事。

2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

董事會及委員會分別通過決議，方可對委員會的成員進行罷免或委任額外人士成為委員會成員。

2.4 The secretary of the Company shall act as the secretary of the Committee.

本公司秘書將成為委員會秘書。

2.5 The constitution of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.

委員會的組成應遵守經不時修訂的上市規則的要求。

3. Frequency and proceedings of meetings 會議次數及程序

3.1 The Committee should meet at least once per year. The Chairman may convene additional meetings at his discretion.

委員會每年至少召開一次會議。委員會主席可酌情決定召開額外會議。

3.2 Notice of Meeting 會議通知

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days' notice.

除非委員會全體成員同意，委員會的會議通知期，不應少於十四天。

(b) A Committee member may at any time summon a Committee meeting.

任何一位委員會成員於任何時間均可召開委員會會議。

(c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine, provided that a Committee member shall not be in attendance when his/her own remuneration package or benefits are being discussed.

會議通知可通過口頭形式、書面形式、或以電話、傳真或電郵方式按照委員會成員不時通知本公司秘書的號碼和地址致委員會成員本人，或以委員會成員不時議定的方式發予委員會各成員，惟在討論個別委員會成員的薪酬方案或福利時，該委員會成員不應在場。

(d) Any notice given orally shall be followed by confirmation in writing before the meeting.

以口頭形式做出的通知，應在會議召開前以書面方式確認。

(e) 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 of the Committee for the purposes of the meeting.

會議通知必須說明會議的時間、地點，並提供會議議程以及委員會成員參加會議所需審閱的其它文件。

3.3 The quorum of the Committee meeting shall be two members of the Committee.

委員會的會議法定出席人數為兩位委員會成員。

3.4 Other Board members shall also have the right of attendance.

其它董事會成員均有權出席會議。

4. Alternate Committee members 委任代表

4.1 A Committee member may not appoint any alternate.

委員會成員不能委任代表。

5. Authorities of the Committee 委員會的權力

5.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1.1 above.

委員會獲董事會授權處理上述第 1.1 條所述的事項。

5.2 The Committee should be provided with sufficient resources to perform its duties. The Committee should have access to independent professional advice if necessary.

委員會應獲供給充足資源以履行其職責。如有需要，委員會應可尋求獨立專業意見。

6. Minutes of meetings 會議紀錄

6.1 Full minutes of Committee meeting shall be kept by the secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The secretary of the Company shall circulate the draft and final version of minutes of Committee meetings to all the Committee members for their comments and records within a reasonable time after the meeting.

公司秘書應存備委員會的會議紀錄，若有任何本公司董事發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。公司秘書應將委員會會議記錄的初稿及最後定稿在會議結束後的一段合理時間內先後發送委員會全體成員，初稿供表達意見，最後定稿作記錄之用。

7. Written resolutions 書面決議

7.1 Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會成員可以以書面方式通過書面決議。本條文不影響上市規則有關舉行董事會或委員會會議的任何要求。

8. Reporting procedures 報告程序

8.1 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as ^{A14D2.2} a restriction on disclosure due to regulatory requirements).

委員會應向董事會彙報其決定或建議，除非委員會受法律或監管限制所限而不能作出彙報（例如因監管規定而限制披露）。

9. Continuing application of the articles of association of the Company 本公司公司章程的持續適用

9.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

本公司公司章程作出的規範董事會會議程序的規定，如果也適用於委員會會議而且並未被本職權範圍及程序所取代，亦應適用於委員會的會議程序。

10. Powers of the Board 董事會權利

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference 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(包括上市規則附錄十四(《企業管治守則》及《企業管治報告》))的前提下，可以隨時修訂、補充及廢除本職權範圍及程序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。

11. Language 語言

11.1 If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

本職權範圍及程序的中、英文版如有歧異，應以英文版為準。

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