

**Wing Chi Holdings Limited**  
**榮智控股有限公司**  
(the “Company” and 「本公司」)

**Terms of reference of the Remuneration Committee (the “Committee”)**  
**of the Board (the “Board”) of Directors (the “Directors”) of the Company**  
本公司董事（「董事」）會（「董事會」）薪酬委員會（「委員會」）  
職權範圍

(中文本為翻譯稿，僅供參考用)

**1. Constitution**

**組成**

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 21 September 2017.

委員會乃根據董事會於 2017 年 9 月 21 日舉行的會議上通過之決議案成立。

**2. Membership**

**成員**

- 2.1 Members of the Committee shall be appointed by the Board from time to time from amongst the members of the Board and shall consist of not less than three(3) members and a majority of which should be Independent Non-executive Directors of the Company.

委員會成員須由董事會不時從董事會成員中委任並最少由三(3)名成員組成，而大部份之成員須為獨立非執行董事。

- 2.2 The chairman of the Committee (the “Chairman”) shall be appointed by the Board and shall be an Independent Non-executive Director.

委員會主席（「主席」）由董事會委任，並由獨立非執行董事出任。

- 2.3 The Company Secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee Members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席會議的委員會成員可在彼等當中選出或委任其他人士擔任該會議秘書。

2.4 The appointment of the members or secretary 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. An appointment of Committee Member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會通過獨立決議案，委員會成員或秘書之委任可予撤銷，或額外成員可獲委任加入委員會。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

### **3. Proceedings of the Committee**

#### **委員會程序**

#### 3.1 Notice:

會議通告：

(a) Unless otherwise agreed by all the Committee Members (either orally or in writing), a meeting shall be called by at least seven (7) days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee Member at a meeting constitutes a waiver of such notice unless a Committee Member who is present attends the meeting for the purpose of objecting the holding of the meeting on the ground that the meeting has not been properly convened.

(a) 除非委員會全體成員(口頭或書面)同意，否則在會議召開前須發出最少七(7)日通告。該通告應發給每名委員會會員及其他獲邀出席的人士。不論通告期長短，委員會成員出席會議將被視為其放棄受到足期通告的權利，除非出席該會議的委員會成員的目的為，以會議還未妥為召開為理由，反對舉行會議。

(b) A Committee Member may and, on the request of a Committee Member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee Member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile address or email address from time to time notified to the secretary by such Committee Member or in such other manner as the Committee Members may from time to time determine.

(b) 任何委員會成員及委員會秘書（應委員會成員的請求時）可於任何時候召集委員會會議。會議通告必須按有關委員會成員不時通知秘書的電話號

碼、傳真號碼、地址或電子郵箱地址以口頭或以書面形式、或以電話、電子郵件、傳真或有關委員會成員不時議定的其他方式向各委員會成員本人發出。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) 任何口頭會議通告應在可行情況下及在會議召開前盡快以書面方式確認。

(d) Notice of meeting shall state the time and place of the meeting. 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 should generally be delivered to all Committee Members seven(7) days (and in any event not less than three(3) days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

(d) 會議通告必須說明開會的時間及地點。議程及其他就會議而言須待委員會成員審議的文件一般在預期召開委員會會議前七(7)天(無論如何不少於三(3)天)(或其他經所有委員會成員同意的其他期間)送達各委員會成員。

3.2 Quorum: The quorum of the Committee meeting shall be two(2) members of the Committee and a majority of which shall be the Independent Non-executive Directors.

法定人數：委員會會議法定人數為兩(2)名委員會成員，而大部份成員須為獨立非執行董事。

3.3 Frequency: Meetings shall be held at least once every year to set policy on Executive Directors' remuneration and to fix the remuneration packages for all Directors and senior management.

開會次數：每年最少開會一次，以制訂有關執行董事酬金的政策及釐訂各董事及高級管理人員的薪酬待遇。

3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出

席有關會議。

3.5 No Committee Member may vote on any resolution of the Committee regarding his own remuneration.

委員會成員不能就任何有關其本身薪酬的委員會決議案投票。

3.6 A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee Members.

經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。

#### **4. Overriding principles**

##### **首要基本規則**

4.1 Remuneration levels should be sufficient to attract and retain Directors to run the Company and its subsidiaries (hereinafter collectively refer to as “Group”) successfully without paying more than necessary.

所訂定的薪酬水平應足以吸引及挽留董事以成功營運本公司及其附屬公司（合稱「本集團」），而又不致支付過多的酬金。

4.2 No Director should be involved in deciding his own remuneration.

任何董事不得參與釐定其本身的薪酬。

4.3 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other Executive Directors. The Committee should have access to independent professional advice if necessary.

委員會應就其他執行董事的薪酬建議諮詢主席及/或行政總裁。如有需要，委員會應可尋求獨立專業意見。

#### **5. Alternate Committee members**

##### **委員會成員的替任代表**

5.1 A Committee member may not appoint any alternate.

委員會成員不能委任任何替任代表。

## 6. Authority of the Committee

### 委員會的權限

#### 6.1 The Committee may exercise the following powers:

委員會可行使以下權力：

- (a) to review any proposed service contract with any Director or senior management before such contract is entered into and to make recommendation to the Company's Human Resources Department for any changes to the proposed terms of such contract ;  
(a) 在簽訂任何建議與任何董事或高級管理層的服務合同前，審閱有關合同及向本公司的人力資源部門就有關合同建議條款的任何變動提供建議；
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the Directors and the senior management;  
(b) 就董事及高級管理層的薪酬、花紅及福利提供建議；
- (c) to obtain outside legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;  
(c) 如委員會認為必要時，可就涉及本職權範圍的任何事宜向外界尋求法律或其他獨立專業意見並由本公司支付有關費用及促使有相關經驗及專業知識的外部人士出席會議；
- (d) to have access to sufficient resources in order to perform its duties;  
(d) 可取得足夠資源以履行其職務；
- (e) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and  
(e) 對本職權範圍及履行其職權的有效性作每年一次的檢討，並就其認為需要的任何變動向董事會提出推薦建議；及
- (f) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.  
(f) 為使委員會能恰當地履行其於下文第七條所列的職責，按其認為有需要及合宜者行使有關權力。

6.2 The Committee should 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。

## 7. Duties

### 職責

7.1 The duties of the Committee shall be:

委員會之職責應為：

- (a) to make recommendations to the Board on the Group's policy and structure on the remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;  
(a) 就本集團全體董事及高級管理層的薪酬政策及架構，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 review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;  
(b) 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；
- (c) to 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;  
(c) 向董事會建議個別執行董事及高級管理層的薪酬待遇，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任何應付賠償）；
- (d) to make recommendations to the Board on the remuneration of Non-executive Directors and Independent Non-executive Directors;  
(d) 就非執行董事及獨立非執行董事的薪酬向董事會提出建議；
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;  
(e) 考慮同類公司支付的薪酬、須付出的時間及責任以及集團內其他職位的僱用條件；
- (f) to review and approve compensation payable to the 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;
- (f) 檢討及批准向董事及高級管理層就其喪失或終止職務或委任所須支付的賠償，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；
- (g) 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;
- (g) 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；
- (h) to ensure that no Director or any of his associates (shall have the meaning ascribed to such term 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;
- (h) 確保任何董事或其任何聯繫人（具有香港聯合交易所有限公司證券上市規則（上市規則）所賦予之涵義）不得參與釐定其自身的薪酬；
- (i) to advise shareholders of the Company with respect to any service contracts of the Directors that require shareholders' approval under the Listing Rules; and
- (i) 根據上市規則之規定，向本公司股東就任何須取得股東批准之董事服務合約提出建議；及
- (j) to consider other matters, as defined or assigned by the Board from time to time.
- (j) 考慮及執行董事會不時委派的其他事項。

## **8. Minutes and records**

### **會議紀錄**

8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。委

員會的有關成員將不計入法定人數內，而除非上市規則附錄三附註一適用，相關成員須就其或其任何聯繫人有重大利益的任何委員會決議案放棄投票。

8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee Members for their comment and records within a reasonable time after the meeting (generally, meaning within fourteen(14) days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

委員會會議的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間（一般指委員會會議結束後的十四(14)天內）內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。會議紀錄獲簽署後，秘書須向董事會全體成員傳閱委員會的會議紀錄及報告。

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應就本公司各財政年度內舉行的所有委員會會議紀錄存檔，以及具名記錄每名委員會成員於該財政年度內舉行的會議的出席率。

## **9. Annual general meeting**

### **股東週年大會**

9.1 The Chairman or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會主席或(在其缺席的情況下)委員會另一名成員或(該成員未能出席)其正式委任的代表須出席本公司的股東週年大會，準備於股東週年大會上回答有關委員會活動及職責的問題。

## **10. Reporting responsibilities**

### **匯報責任**

10.1 The Committee shall report to the Board after each meeting unless there are legal

or regulatory restrictions to do so.

除非有法律或法規限制，委員會應於每次會議後向董事會作出匯報。

## **11. Continuing application of the articles of association of the Company**

### **本公司組織章程細則的持續適用**

11.1 The articles of association of the Company regulating the meetings and proceedings of the Directors 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.

本公司組織章程細則作出規範董事會會議及議事程序的規定，在其適用及並未被本職權範圍條文取代之情況下，應適用於委員會的會議及議事程序。

## **12. Powers of the Board**

### **董事會權力**

12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

董事會可在遵守本公司組織章程細則及上市規則(包括上市規則附錄十四所載企業管治守則或本公司自行制定的企業管治常規守則(如被本公司採用))的前提下，修訂、補充及廢除本職權範圍及委員會通過的任何決議案，惟修訂及廢除本職權範圍及委員會通過的決議案，並不影響修訂或廢除該等職權範圍或決議案之前，已生效的任何先前行動及委員會的決議案的有效性。

## **13. Interpretation**

### **解釋權**

13.1 Interpretation of these terms of reference shall belong to the Board.

職權範圍的解釋權歸董事會。

#### **14. Publication of the terms of reference of the Committee**

##### **委員會職權範圍的刊登**

14.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 21 September 2017

於 2017 年 9 月 21 日採納