

**FAIRSON HOLDINGS LIMITED**  
**鈺皓控股有限公司**

**TERMS OF REFERENCE FOR THE**  
**REMUNERATION COMMITTEE**  
**薪酬委員會職權範圍書**

**(adopted on 29 March 2012)**  
**(於 2012 年 3 月 29 日採納)**

## *Constitution*

### *組織*

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

鈺皓控股有限公司(“**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遵守香港聯合交易所有限公司(“**聯交所**”)不時的創業板證券上市規則(“《**創業板上市規則**》”)的要求。

## *Membership*

### *成員*

2. The Board shall have the right to appoint or remove the members of The members of Remuneration Committee shall be at any time appointed or removed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director.

薪酬委員會成員可由董事會隨時委任或罷免並由不少於三名成員組成，其中大部分應為獨立非執行董事。薪酬委員會的法定人數為兩人，其中一人須為獨立非執行董事。

3. The chairman of the Remuneration Committee shall be an independent non-executive director appointed by the Board.

薪酬委員會主席須由董事會委任的獨立非執行董事出任。

## *Attendance at meetings*

### *出席會議*

4. Unless otherwise agreed by all the members of the Remuneration Committee, a meeting (the “**Meeting**”) of the Remuneration Committee shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall 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 shall be confirmed in writing. 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 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（下稱「會議」）的召集至少需要 14 天通知。成員可以，及秘書應該根據會議成員的要求，於任何時間召開會議。向各成員發出的會議通知應該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、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、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應該以書面形式確認。會議通知應該註明會議舉行的時間和地點，並應附上議程及其他可能需要成員在會議上考慮的文件。

5. The company secretary shall be the secretary of the Remuneration Committee. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Remuneration Committee.

薪酬委員會秘書為公司秘書。薪酬委員會秘書或其未能出席，其代表或任何一位薪酬委員會成員將出任薪酬委員會會議秘書。

6. Members of the Remuneration Committee may attend meetings of the Remuneration Committee 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薪酬委員會會議。

7. Resolutions of the Remuneration Committee at any meeting shall 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.

任何薪酬委員會的決議如超過兩名委員列席，必須經由大多數列席委員投票贊成才能獲得通過；如列席委員人數只有兩名，則必須一致贊成才能通過。

8. If only 2 members are present in any meeting of the Remuneration Committee, at least one member must be an independent non-executive Director.

如於任何薪酬委員會會議中只有兩名會員出席，則至少其中一人為獨立非執行董事。

9. Written resolution may be passed by all members of the Remuneration Committee.

書面決議案須通過薪酬委員會之全體成員一致通過。

10. In the absence of the Chairman at any meeting of the Remuneration Committee, the remaining members of the Remuneration Committee present at any meeting

convened in accordance with these terms of reference shall elect among the remaining members of the Remuneration Committee to act as the Chairman.

當主席缺席任何審核委員會會議時，其它出席會議之薪酬委員會成員應根據其職權範圍，從其餘薪酬委員會成員中選舉出主席。

### *Frequency of meetings*

#### **會議次數**

11. Meetings shall be held at least once a year.

會議次數應不少於每年一次。

### *Authority*

#### **權力**

12. The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company or its subsidiaries as it may require in order to perform its duties. All employees are directed to co-operate with any request made by the Remuneration Committee. Senior management shall be obliged to supply to the Remuneration Committee with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable.

董事會授權薪酬委員會按照其職權範圍向本公司或附屬公司之管理層索取進一步所需資料。所有經指示之僱員均須對委員會提出之任何要求，予以合作。高級管理人員有責任為薪酬委員會及時提供足夠資料，以使委員會做出明達的決定。所提供之資料必須完整及可靠。

13. The Remuneration Committee is authorised by the Board, if considered necessary, at the Company's expense, to obtain independent expert advice from legal or other professional advisors and to secure the attendance of outsiders with relevant experience and expertise if 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，由公司負擔費用；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。

14. No member of the Remuneration Committee should be involved in deciding his/her own remuneration.

薪酬委員會的任何成員不能參與決定其本人的薪酬。

### *Duties*

#### **職務**

15. The duties of the Remuneration Committee shall 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 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；

- (b) 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；

- (c) either:

以下兩者之一：

- (i) to determined, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or

獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇；或

- (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

向董事會建議個別執行董事及高級管理人員的薪酬待遇。

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

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）；

- (d) 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；

- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

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；

- (f) 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；

- (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;

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 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。

- (i) to do any such things to enable the Remuneration Committee to perform its powers and functions conferred on it by the Board; and  
進行任何使薪酬委員會能履行董事會賦予其權力和功能的事情;及

- (j) to 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 the GEM Listing Rules or applicable law.  
遵守董事會不時發出的要求、指引及規則或本公司的內部憲法或《創業板上市規則》或任何適用的法律。

### ***Reporting procedures***

#### **彙報程式**

16. Draft and final versions of the minutes of the Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of meetings and reports of the Remuneration Committee to all members of the Board.

薪酬委員會會議記錄的草稿及最終稿應向各薪酬委員會成員傳閱及存錄。薪酬委員會秘書或其代表應將薪酬委員會的會議記錄及報告向董事會全體成員傳閱。

### ***The terms of reference of the Remuneration Committee***

#### **審核委員會職責約章**

17. The terms of reference of the Remuneration Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.

薪酬委員會的職權範圍應登載於本公司的網站及聯交所網頁上，及在有人要求時，提供有關資料。

18. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke the provisions of these terms of reference and any resolution passed by the Remuneration Committee provided that no amendments to and revocation of the provision of these terms of reference and the resolutions passed by the Remuneration Committee shall invalidate any prior act and resolution of the Remuneration Committee which would have been valid if such provisions or resolutions had not been amended or revoked.

根據本公司組織章程細則及《創業板上市規則》，董事會可以修改、補充或廢除本職責約章下之條款、薪酬委員會通過的關於對本職責約章下之條款不予修訂或廢除之決議、薪酬委員會通過的可能引致前行為無效之決議、及薪酬委員會通過的如果此類條款或決議未被修訂或廢除則將有效之決議。

19. The articles of association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and not inconsistent with the provisions of this terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Remuneration Committee.

本公司組織章程細則中規定的關於董事會會議及程序，如在可適用範圍內，且沒有抵觸本職責約章之條款時，經必要的變通後，應予以適用於薪酬委員會之會議及程序。

### *Others*

#### **其他事項**

20. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall 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委員（或如該名委員未能出席，則其適當委任的代表）應出席本公司的股東週年大會並在股東週年大會上回答有關薪酬委員會的職能及責任的提問。

21. The Remuneration Committee should be provided with sufficient resources by the Company to perform its duties.

薪酬委員會應獲本公司供給充足資源以履行其職責。

22. The Remuneration Committee should consult the chairman and/or chief executive of the Company about their remuneration proposals for other executive directors.

薪酬委員會應就其他執行董事的薪酬建議諮詢本公司主席及／或行政總裁。

23. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (eg. The GEM Listing Rules) in Hong Kong.

當香港的情況及法定要求（如《創業板上市規則》）發生改變時，本協議應就此作出更新及修訂。

24. The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency

本職責約章之中英文版本如有任何歧義，均以英文版為準。