



KARL THOMSON HOLDINGS LIMITED

高信集團控股有限公司

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

(Stock Code: 007)

(股票編號: 007)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

薪酬委員會職權範圍

Constitution

組成

1. The Remuneration Committee (the “Committee”) is established pursuant to a resolution passed by the board of directors (the “Board”) of Karl Thomson Holdings Limited (the “Company”) in the meeting held on 25 July 2005.

薪酬委員會（“委員會”）是按高信集團控股有限公司（“公司”）之董事會（“董事會”）於2005年7月25日會議通過成立的。

Membership

成員

2. The Committee members (the “Member(s)”) shall be appointed by the Board and shall comprise of not less than three members. A majority of the Members should be independent non-executive directors (the “INED”).

委員會成員（“成員”）須由董事會委任，而委員會須由不少於三位成員組成，當中大多數成員須為獨立非執行董事。

3. The Chairman of the Committee shall be appointed by the Board and must be an INED.

委員會的主席須由董事會委任及須為獨立非執行董事。

4. The role of Chairman shall rotate every two years.

主席一職應每隔兩年轉換一次。

Secretary

秘書

5. The company secretary of the Company shall be the secretary of the Committee (the “Secretary”).

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公司秘書應為委員會的秘書（“秘書”）。

6. Notwithstanding any other provisions in the terms of reference, the Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

儘管其他條款另有規定，委員會可不時委任其他具有合適資格和經驗的人士擔任委員會秘書。

Frequency and proceeding of Meetings

會議程序及次數

7. Meetings shall be held not less than once a year. Additional meeting should be held as the work of the Committee demands.

每年須召開不少於一次會議。額外的會議應按委員會的要求而召開。

8. The quorum for a meeting shall be two members. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.

會議的法定人數為兩位成員。如票數均等，委員會的主席有權投第二票或決定票。

9. Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days' notice. 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.

除非委員會全體會員同意，否則委員會的會議通知期，不應少於 7 天。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，該會議須仍視作妥為召開。成員出席該會議視作同意該通知期。

10. Meetings could be held in person, by telephone or by video conference.

會議可以親身出席、電話或視像會議形式召開。

11. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.

委員會會議的決議須由出席會議過半數的成員通過。

12. A resolution in writing signed by all Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

一份由委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的委員會會議通過一樣。

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Attendance at Meetings

出席會議

13. As necessary or desirable, the Chairman may request the Chairman and / or other member of the Board, members of management be present at meetings of the Committee.
按需要或理想地，主席可要求主席及/或其他董事會成員和管理層出席會議。

Authority

權力

14. The Committee is authorized by the Board to review, assess and make recommendations upon any issue within these terms of reference.
委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。
15. The Committee should consult the Chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors¹ and have access to professional advice if considered necessary².
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，若有需要，可尋求專業意見。
16. The Committee is to be provided with sufficient resources to discharge its duties.
委員會可獲供給充足的資源以適合地履行其職責及職能。

Duties

職責

17. The duties of the Committee shall include:
委員會的職責應包括：
- (a) To determine the policy for the remuneration of executive directors, assessing performance of executive directors and approving the terms of executive directors' service contracts;
制定執行董事薪酬政策、評估執行董事的表現及批准執行董事服務合約條款；
 - (b) To make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration and to place

¹ This is a requirement under Code B1.2 of Appendix 14 Code on Corporate Governance Practices
這是按附錄十四〈企業管治常規守則〉第 B1.2 條要求

² Arrangement to seek professional advice could be made through Company Secretary.
薪酬委員會可通過公司秘書對索取專業意見作出安排

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recommendations before the Board concerning the total remuneration and/or benefits granted to the Directors from time to time;

對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以制訂薪酬政策，向董事會提出建議。委員會亦需要就董事的總薪酬及/或利益，不時向董事會提出建議；

(c) To review and approve the senior management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;

因應董事會所訂之企業方針及目標而檢討及批准管理層的薪酬，並不時向董事會提出建議；

(d) To disclose which of the two models described in (e) below was adopted in the Committee;

披露採納了以下(e)條所述的兩種委員會模式的那一種；

(e) Either

以下兩者為之一：

i. To determine, 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 performs an advisory role to the Board and to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, with the Board retaining the final authority to approve executive directors' and senior management's remuneration

作為董事會的顧問提供意見及向董事會建議個別執行董事及高級管理人員的薪酬待遇，但就執行董事及高級管理人員的薪酬待遇董事會保留最後的審批權

(f) To make recommendations to the Board on the remuneration on non-executive directors

就獨立非執行董事的薪酬待遇向董事會提供意見

(g) Before placing any recommendation to the Board, to consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group;

在提出任何建議予董事會前，需考慮的因素包括同類公司支付的薪酬、董事付出

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的時間及職責、集團內其他職位的僱用條件等；

- (h) To review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive;

檢討及批准向執行董事及高級管理人員支付那些與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對公司造成過重負擔；

- (i) To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is 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，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當。

- (j) To ensure that no director or any of his associate is involved in deciding his own remuneration.

確保任何董事或其任何聯繫人不得自行釐訂薪酬。

- (k) To address and deal with such other matters as may be delegated by the Board to the Committee.

完成董事會委派予委員會的其他工作事項。

For purpose of this clause

此條款之目的

- *Remuneration package should include share option, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.*

薪酬待遇應包括股票期權、福利、退休金及補償金，即失去或終止其辦公室或職位時之任何補償。

- *"Senior management" refers to the same category of persons as referred to in the Company's annual report and is required to be disclosed under Appendix 16 of the Listing Rules.*

“高級管理人員”代表公司年終報告內按上市條款附錄 16 所披露之員工。

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Reporting Procedures

匯報程序

The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.
秘書需把委員會會議紀錄發送予董事會。

Reporting Procedures

匯報程序

18. Full minutes of Committee meetings shall be kept by the Secretary.
完整之委員會會議紀錄應由秘書保存。
19. Draft and final versions of minutes of Committee meetings shall be sent to all Members for their comments and records respectively.
初稿及最後定稿之委員會會議紀錄需發送予所有成員（初稿供成員表達意見，最後定稿作其紀錄之用）。

Continuing application of the articles of association of the Company

公司組織章程之持續適用

20. The articles of association of the Company regulating the meeting and proceedings of the Directors so far as they are not replaced by the provisions in this terms of reference shall apply to the meetings and proceedings of the Committee.
就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

Miscellaneous

其他

21. The English text of this terms of reference will prevail over the Chinese text in case of any inconsistency.
若此職權範圍的中文與英文版本不一致，一切以英文版本為準。