



KIN YAT HOLDINGS LIMITED

建溢集團有限公司

(Incorporated in Bermuda with limited liability)

REMUNERATION COMMITTEE - TERMS OF REFERENCE

薪酬委員會職權範圍

I. OBJECTIVE

目標

The Nomination Committee (the “Committee”) of Kin Yat Holdings Limited (the “Company”) is to assist the board of directors of the Company (the “Board”) to develop and administer a fair and transparent procedure for setting policy on the remuneration of Directors and senior management of the Company and for determining and approving their remuneration packages.

建溢集團有限公司（「本公司」）薪酬委員會（「委員會」）是協助本公司董事會（「董事會」）制定並執行一套公平且具透明度的程序，用以編制有關本公司董事及高級管理人員薪酬的政策，以及釐定與批核他們的薪酬待遇。

II. MEMBERSHIP

成員

- A. All members of the Committee (the “Members”) shall be appointed by the Board and can be removed by the Board at its sole discretion. The Committee shall comprise of not less than five members.
委員會所有成員（「成員」）須由董事會委任，並可由董事會全權酌情罷免。委員會須最少包括五名成員。
- B. The majority of the Members shall be Independent Non-executive Directors.
大多數成員須為獨立非執行董事。
- C. The chairman of the Committee (the “Chairman”) shall be appointed by the Board and must be an Independent Non-executive Director.
委員會主席（「主席」）須由董事會委任，且必須為獨立非執行董事。
- D. The Board may from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time (the “Listing Rules”) or the rules of any other stock exchange in respect of which the shares of the Company are listed or quoted, or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.

董事會可不時按照《香港聯合交易所有限公司證券上市規則》（經不時修訂）（「上市規則」）或本公司的股份上市或報價的任何其他證券交易所的規則，或適用的監管當局不時規定的其他守則、規則及規例的要求，更改委員會的成員組合。

III. AUTHORITY

權限

- A. The Committee shall report directly to the Board and shall, where appropriate, consult the chairman and/or chief executive of the Company for any clarification on proposals relating to the remuneration of other Executive Directors and senior management.
委員會須直接向董事會匯報，並可於適當時候就其對其他執行董事和高級管理人員作出的薪酬建議諮詢本公司主席及／或行政總裁以作出清晰說明。
- B. The Committee is authorised to obtain independent external professional advice and to secure assistance from external parties with relevant experience and expertise where it considers necessary. The Committee shall have the sole authority to approve all reasonable related fees and terms of engagement.
委員會有權諮詢獨立的外界專業意見，並可在其認為必要的情況下，邀請具備有關經驗及專長的外界人士協助。委員會可全權批准所有合理相關費用與聘用條款。
- C. The Committee shall be provided with sufficient resources to discharge its duties.
委員會應獲提供足夠資源以履行其職責。

IV. DUTIES

職責

The duties of the Committee shall include the following aspects:

委員會的職責包括以下方面：

- A. to make recommendation to the Board on the policy and structure of the Company for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
就董事及高級管理人員的整體薪酬政策及架構，以及就制訂該等薪酬政策而設立正規而具透明度的程序，向董事會提出建議；
- B. to make recommendation 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；

- C. to review and determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management with reference to the Board's corporate goals and objectives. This shall include without limitation: basic salaries, deferred compensation, stock options and any benefits in kind, pension rights, incentive payments and any other compensation payments;
參照董事會訂立之公司目的與目標，獲授責任審閱及釐定個別執行董事與高級管理人員的薪酬，包括但不限於基本薪金、遞延酬金、認股權及非金錢利益、退休金權利及獎金，以及任何其他賠償付款；
- D. to review and approve compensation and/or related arrangements for Executive Directors and senior management in respect of any loss or termination of office or appointment, including that resulting from dismissal or misconduct, to ensure that such compensation and/or related arrangements are determined in accordance with relevant contractual terms and are otherwise fair, reasonable, appropriate and not excessive;
審閱及批准執行董事及高級管理人員因喪失或被終止職務或任命（包括因被解僱或行為不當）而獲得的賠償及／或有關安排，以確保該等賠償及／或有關安排乃按有關的合約條款釐定；否則，亦須公平、合理、適當且不會過多；
- E. in the determination of remuneration policy and packages, to consider factors such as salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere within the group and in the market;
確定薪酬政策與整體報酬時，考慮的因素包括同類公司支付的薪酬、需付出的時間、職責及集團內以至市場上同類職位的僱用情況；
- F. to ensure that no Director or any of his associates is involved in determining his own remuneration;
確保並無董事或其任何聯繫人士參與釐定其本身的薪酬；
- G. to review from time to time as appropriate these Terms of Reference and recommend to the Board any necessary changes.
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。

V. MEETINGS

會議

- A. The Committee shall meet at least once a year. Additional meetings may be held as and when the Committee shall see fit.
委員會每年最少舉行一次會議，並可能於委員會視為適當時舉行額外會議。

- B. Notice of any meetings of the Committee has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. The requisite notice period is not required if a Committee meeting is adjourned for less than 14 days.
除非獲得所有成員一致豁免，否則任何委員會會議的通知必須在開會前不少於十四天發出。不論通知期長短，若一成員出席會議，則表示該成員已豁免向其按規定期限發出通知。若委員會會議延期時間不足十四天，則毋須遵守所需通知期的規定。
- C. The quorum of the Committee shall be any two Members.
委員會所需的法定人數為任何兩名成員。
- D. Other members of the Board may attend meetings of the Committee by invitation although only Members are entitled to vote at such meetings.
董事會的其他成員亦可被邀出席委員會會議，但只有委員會成員可在該等會議上投票。
- E. The Chairman or in his/her absence, another Member (who must be an Independent Non-executive Director) shall attend the annual general meetings of the Company and be prepared to respond to the questions from shareholders on the activities of the Committee and their responsibilities.
主席或在他／她缺席的情況下，另一位成員（必須為獨立非執行董事）須出席本公司股東週年大會，並須準備回答來自股東有關委員會活動和其責任上的提問。
- F. The secretary of the Committee shall keep full minutes of all Committee meetings. Draft minutes of meetings of the Committee shall be sent to all Members for their comment within a reasonable time after the meeting. The final version of the minutes duly signed by the Chairman shall be sent to all Members for their records.
委員會秘書應保存所有委員會會議的完整記錄。委員會會議記錄的擬稿應在會議結束後合理時間內發送予所有成員以供審閱。經主席正式簽署的會議記錄的最終定稿將發送予所有成員以供存檔。
- G. Minutes of each Committee meeting shall be prepared and circulated to all members of the Board.
每次委員會會議均須作出會議紀錄，有關紀錄須呈交董事會全體成員傳閱。

VI. PUBLICATION OF THESE TERMS OF REFERENCE

本職權範圍文件的刊發

A copy of these Terms of Reference will be made available to any person without charge upon request and be posted on the respective website of the Company and Hong Kong Exchanges and Clearing Limited.

任何人士均可免費索取本職權範圍文件的副本及本職權範圍文件分別刊載於本公司與香港交易所有限公司之網站。

Revised on 21 March 2012.