

**Fantasia Holdings Group Co., Limited**  
**花樣年控股集團有限公司**

**REMUNERATION COMMITTEE**  
**薪酬委員會**

**Terms of Reference**  
**權責範圍**

Approved by the Board on 12 March 2012  
於 2012 年 3 月 12 日經董事會批准

The board of directors (the “**Board**”) of Fantasia Holdings Group Co., Limited (the “**Company**”) has resolved to establish a committee to be known as the Remuneration Committee (the “**Committee**”) on 22 October 2009 with the terms of reference as amended on 12 March 2012 and set out below.

花樣年控股集團有限公司（「**本公司**」）董事會（「**董事會**」）已於 2009 年 10 月 22 日決議成立一個委員會，名為薪酬委員會（「**委員會**」），委員會的權責範圍於 2012 年 3 月 12 日修訂並列載如下。

**1. Membership 成員**

- 1.1 The Committee shall be appointed by the Board which shall consist of not less than 3 members and the majority of whom should be independent non-executive directors.  
委員會須由董事會委任，須包括至少三名成員，當中大多數應為獨立非執行董事。
- 1.2 Appointments to the Committee shall be for a period of up to three years, which may be extended by the Board for further three year periods.  
委員會任期最長為三年，可由董事會另行續期三年。
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals of the Company such as the chairman of the Board, the Company’s chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.  
唯獨委員會成員有權出席委員會會議。然而，可在適當時邀請本公司其他人士，例如董事會主席、本公司行政總裁、人力資源主管及外聘顧問出席任何會議的整場會議或會議的一部分。
- 1.4 Formal meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other, and the quorum in that event shall be any two Committee members so linked.  
委員會的正式會議可以透過電話或容許與會人士彼此通話的其他通訊設備舉行。在此情況下，法定會議人數須為以如此方式聯繫的任何兩名委員會成員。

- 1.5 The Board shall appoint the chairman of the Committee (the “**Committee Chairman**”) who shall be an independent non-executive director and determine the period for which he will hold that office. The chairman of the Board shall not be eligible to be appointed as the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Committee shall be chaired by an independent non-executive director.  
董事會須委任一名獨立非執行董事為委員會主席（「**委員會主席**」）並確定其任期。董事會主席不符合資格獲委任為委員會主席。如委員會主席及／或獲委任的副主席缺席會議，有出席的其餘成員須推選其中一名成員主持會議。委員會主席須為獨立非執行董事。

## 2. **The Secretary 秘書**

The company secretary of the Company, or his/her nominee, shall act as the secretary of the Committee (the “**Secretary**”).  
本公司的公司秘書或其代理人須擔任委員會的秘書（「**秘書**」）。

## 3. **Proceedings 程序**

Unless varied by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's articles of association regulating the meetings and proceedings of the directors of the Company.  
除非經權責範圍更改，否則委員會的會議及程序受到監管本公司董事的會議和程序的本公司章程細則規管。

## 4. **Quorum 法定會議人數**

The quorum necessary for decision of the Committee shall be any two independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.  
委員會決議的法定人數須為任何兩名獨立非執行董事。委員會正式召開而法定會議人數足夠的會議，須有資格行使所有或任何歸屬予委員會與委員會可行使的許可權、權力和酌情權。

## 5. **Frequency of Meetings 會議次數**

Meetings of the Committee shall be held as and when appropriate, but at least once a year, held to coincide with key dates within the financial reporting and audit cycle. The Committee Chairman or any other member may convene a meeting of the Committee whenever he or she considers it necessary or desirable.  
委員會會議須在適當於舉行，但至少每年舉行一次以配合財務匯報和核數周數的重要日期。委員會主席或任何其他成員可在其認為必要或適宜的時候召開委員會會議。

## 6. Notices of Meetings 會議通知

- 6.1 Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.  
秘書須應任何委員會成員要求傳召委員會會議。
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.  
除另有協定外，每份確實地點、時間和日期的會議通知，連同將予討論的議程項目須在會議日前以合理時間的通知轉交委員會各成員、任何須出席會議的人士及所有其他非執行董事。同時，支持文檔須送交委員會成員及其他與會人士（如適當）。

## 7. Minutes of Meetings 會議紀錄

- 7.1 The Secretary shall record the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.  
秘書須記錄委員會所有會議程序和決議，包括出席者和列席者姓名。
- 7.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.  
秘書須在各會議開始時查明是否存在任何利益衝突並據此載入會議記錄內。
- 7.3 Full minutes of meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and to all members of the Board for records respectively, in both cases within a reasonable time after the meeting.  
秘書應保存整份會議紀錄。會議紀錄初稿和最終版本應送交委員會所有成員以提供意見並送交董事會所有成員各自作記錄。在各個情況下，應在會議日期後以合理時間送交。

## 8. Annual General Meeting 股東周年大會

The Committee Chairman or in his/her absence, another member of the Committee or failing that his/her duly appointed delegate shall attend the annual general meeting of the Company so as to be available to answer questions from shareholders on matters within the scope of duties of the Committee.

委員會主席或（如主席缺席）委員會另一成員或如其未能出席則為其正式委任的授權人士須出席本公司股東周年大會，以就委員會權責範圍內的事項回答股東的提問。

## 9. Duties 職責

The duties of the Committee shall be to:

委員會的職責須為:

9.1 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;  
就所有本公司董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出推薦意見；

9.2 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；

9.3 either:

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

(ii) to make recommendations to the Board of the remuneration of individual 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 of appointment;

以下兩者之一:

(i) 獲董事會轉授以下職責，責任厘訂個別執行董事及高級管理人員的特定薪酬待遇；或

(ii) 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）；

9.4 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；

9.5 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雇用條件；

9.6 in determining such packages and arrangements, give due regard to any relevant legal requirements, and the provisions, guidelines and recommendations of related regulatory bodies;  
在厘定該等薪酬待遇和安排時，適當地考慮任何有關的法律規定及相關監管機構的條文、指引和推薦意見；

- 9.7 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 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；
- 9.8 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；
- 9.9 review annually the appropriateness and relevance of the remuneration policy;  
每年檢討薪酬政策的恰當性和相關性；
- 9.10 consult with the chairman of the Board and /or the Company's chief executive about the Committee's proposals relating to remuneration of other executive directors;  
就其他執行董事薪酬的委員會方案，諮詢董事會主席及／或本公司行政總裁；
- 9.11 ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;  
確保任何董事或其任何連絡人不得自行厘訂薪酬；
- 9.12 form a view in respect of service contracts that require shareholders' approval and advise shareholders (other than shareholders who are directors with material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders on how to vote. An independent non-executive director who has material interest in any such contracts shall not attend the Committee meeting at which such service contract is considered;  
就需要取得股東批准的服務合約形成意見，並就條款是否公平合理、該等合約是否符合本公司和其股東整體利益及股東如何投票方面向股東(股東屬於服務合約中具重大利益的董事及其連絡人則除外)提供意見。在任何該等合約中具重大利益的獨立非執行董事不得出席委員會審議該等服務合約的會議；
- 9.13 be aware of and advise on any major changes in employee benefit structures throughout the Company;  
察覺本公司雇員福利結構的主要變動及就此提供意見；
- 9.14 ensure that all provisions regarding the disclosure of remuneration including pensions, as set out in the relevant provisions of the listing rules, are fulfilled; and  
確保已符合上市規則相關條文所載有關薪酬(包括退休金)披露的所有條文；及
- 9.15 be responsible for establishing the selection criteria, selecting, appointing and setting the terms of references for any remuneration consultants who advise the Committee and to obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have the full authority to commission any reports or surveys which it deems necessary to help it fulfill its obligations.  
負責設立甄選標準、委任並設立任何向委員會提供意見的薪酬顧問的權責範圍以及就其他公司的薪酬取得可靠和最新的資料。委員會須擁有全權委託進行其認為必要的任何報告或調查，協助履行其義務。

## 10. Reporting Responsibilities 匯報責任

- 10.1 The Committee Chairman shall report formally to the Board on its proceedings decisions and recommendations after each meeting on all matters within its duties and responsibilities unless there are legal or regulatory restrictions on the Committee's ability to do so.  
委員會主席須在各會議後，向董事會正式匯報涉及其職責和責任之事項的程序決定和推薦意見，除非委員會的匯報能力受到法律或監管限制。
- 10.2 The Committee shall make whatever recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is needed.  
委員會須就其權責範圍內需要採取行動或改善的任何範疇，向董事會提出其認為適當的推薦意見。
- 10.3 The Committee shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's annual report and ensure each year that it is put to shareholders for approval at the annual general meeting of the Company.  
委員會須製備本公司薪酬政策和慣例的年報，該年報構成本公司年報的一部分，並確保每年提呈該年報予本公司股東周年大會供股東批准。

## 11. Authority 權限

The Board authorises the Committee to:  
董事會授權委員會：

- 11.1 investigate any matter within its terms of reference and seek any information it requires from any employee in order to perform its duties (all employees being directed to co-operate with any such request by the Committee); and  
調查涉及其權責範圍的任何事項並向任何雇員索取任何所需資料，以履行其權責（所有雇員獲指示會應委員會要求與其合作）；及
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.  
就其權責範圍的任何事項向外界尋求法律或其他專業意見，並于有必要時邀請具備相關經驗及專才之外界人士出席，費用由本公司承擔。
- 11.3 The Committee should be provided with sufficient resources to perform its duties;  
委員會應獲提供充足資源以履行其職責。

## 12. Other 其他事項

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.  
委員會須至少每年一次檢討其本身的表現、組成和權責範圍，確保以最高效率運作並推薦其認為必要的意見，供董事會批准。