

Fortune Sun (China) Holdings Limited
(the “Company”)
富陽(中國)控股有限公司
(「本公司」)

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

(Amended and Effective on 30th December 2022)
(修訂版於二零二二年十二月三十日生效)

(中文本為翻譯稿，僅供參考用)

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| 1. <u>Constitution</u> | <u>組成</u> |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 10 June 2006. | 本委員會是按本公司董事會於 2006 年 6 月 10 日所舉行會議通過決議而成立的。 |
| 2. <u>Membership</u> | <u>成員</u> |
| 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members, a majority of which shall be independent non-executive directors of the Company. | 委員會成員由董事會從董事會成員中挑選及委任，委員會人數最少三名，而大部份成員須為本公司的獨立非執行董事。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. | 委員會主席由董事會委任且須為獨立非執行董事。 |
| 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，出席的委員會將在他們當中選出秘書或委任其他人擔任秘書。 |

- 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.
- 經董事會及委員會分別通過決議，方可委任額外委員會成員或罷免委員會成員或秘書。

3. Proceedings of Meetings

會議程式

3.1 *Notice:*

會議通知：

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice;
- (a) 除非獲委員會全體成員同意，委員會的會議通知期不應少於七天；
- (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 telex or telegram or facsimile transmission at the telephone number or facsimile number or address or email address from time to time notified to the Company by such Committee member or in such other manner as the Committee members may from time to time determine;
- (b) 任何委員會成員或委員會秘書（應委員會成員的請求時）可於任何時候召集委員會會議。召開會議通告必須按該成員不時通知公司的電話號碼、傳真號碼、位址或電子郵箱位址以親身口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式向各委員會成員發出；
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting; and
- (c) 口頭會議通知應在可行情況下及在會議召開前儘快以書面方式確認；及
- (d) Notice of meeting shall state the purpose, 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 of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable in all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).
- (d) 會議通知應說明會議目的、時間、地點，並連同議程及委員會成員認為會議必須提供的有關文件一起發出。第 3.3 條所述委員會定期會議及其他可行的委員會會議的議程及有關檔應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的最少三天前(或協定的其他時間內)送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee, of whom one has to be an independent non-executive director. **法定人數:** 會議法定人數為兩位委員會成員，而其中一名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. Special meetings may be convened as required. **次數:** 委員會會議每年召開至少一次，以制訂有關執行董事酬金的政策及釐定各董事的薪酬待遇。特別會議可以在需要時召開。
- 3.4 No Committee member may vote on any resolution of the Committee regarding his own remuneration. 委員會成員不能就有關其本身的薪酬決議上投票。
- 3.5 Meetings could be held in person, by telephone or by video conference. Committee members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. 會議可以人員到場、電話或視頻會議形式舉行。委員會成員可以通過電話會議或讓所有與會人員都能夠聽到對方的類似的通訊設備參加會議。
- 3.6 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Committee members present. 委員會的任何決議必須由大多數出席的委員會成員投票通過。
- 3.7 Written resolutions may be passed by all Committee members in writing. 全體委員會成員可以書面方式一致通過任何決議。
- 4. Overriding principles** **首要的基本規則**
- 4.1 Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully without paying more than necessary. 所定薪酬的水準應足以吸引及挽留可令公司成功營運所需的董事，而又不致支付過多的酬金。
- 4.2 No director should be involved in deciding his own remuneration. 任何董事不得參與訂定本身的酬金。
- 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

委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

- (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 Board or the Company's human resources department for any changes to the proposed terms of such contract;
- (a) 在簽訂有關合同前，審閱所有建議與候任董事及高級管理人員簽訂的服務合同及向董事會或本公司的人力資源部門就變更該等合同的條款提出建議；
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
- (b) 就執行董事及其他高級管理人員的薪酬、獎金及福利等提供建議；
- (c) to request the Board to convene a shareholders' meeting for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- (c) 在有證據顯示有關董事及/或雇員未有恰當履行職責時，要求董事會召開股東大會罷免任何董事及解聘任何雇員；
- (d) to obtain outside legal or other independent professional advice at the cost 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;
- (d) 如委員會認為有需要，可就涉及本職權範圍的事宜尋求外界法律或其他獨立專業意見，以及邀請有相關經驗及專業才能的外界人士出席委員會會議。前述費用均由本公司承擔；
- (e) to have access to sufficient resources in order to perform its duties;
- (e) 可取得足夠資源以履行其職務；
- (f) 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
- (f) 每年檢討本職權範圍及其有效性，如委員會認為有需要，可向董事會提供修改建議；及
- (g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
- (g) 為使委員會能恰當地執行其於第七條項下的責任，按其認為有需要及適宜者行使有關權力。

6.2 The Committee should be provided with sufficient resources to perform its duties.

委員會應獲供給充足資源以履行其職責。

7. Duties of the Committee

7.1 The duties of the Committee shall be:

- (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;
- (b) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
- (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;
- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (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;
- (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;

委員會的責任

委員會負責履行以下責任：

- (a) 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式制訂薪酬政策，向董事會提出建議；
- (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) 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）；
- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 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；
- (f) 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) 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；

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| <p>(h) to ensure that no director or any of his associates is involved in deciding his own remuneration;</p> | <p>(h) 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；</p> |
| <p>(i) to consider other matters, as defined or assigned by the Board from time to time; and</p> | <p>(i) 考慮董事會指定或不時委派的其他事項；及</p> |
| <p>(j) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).</p> | <p>(j) 審閱及／或批准香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第十七章項下有關股份計劃的事宜。</p> |

8. Reporting procedures

會議紀錄及書面決議的傳閱

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| <p>8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.</p> | <p>委員會的完整會議紀錄及書面決議應由委員會秘書保存。</p> |
| <p>8.2 The secretary of the Committee shall circulate the draft and final version of minutes of the meetings of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comments and records respectively within a reasonable time after the meeting or the passing of the written resolutions.</p> | <p>委員會秘書應將委員會會議記錄或書面決議(視乎情況而定)的草稿及最後定稿,在會議結束或書面決議通過後一段合理時間內發送委員會全體成員,分別作表達意見與紀錄之用。</p> |
| <p>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.</p> | <p>委員會秘書應就本公司每個財政年度內舉行的委員會所有會議紀錄以及具名記錄每名委員會成員於該財政年度的會議出席紀錄進行備存。</p> |

9. Reporting Responsibilities

彙報的職責

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| <p>9.1 The Committee shall report to the Board after each meeting.</p> | <p>委員會將在會後向董事會彙報。</p> |
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10. Continuing application of the articles of association of the Company

本公司組織章程的持續適用

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| <p>10.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company 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.</p> | <p>本公司組織章程對董事會會議及其程式的規定,在其適用及本職權範圍條文未有取代情況下,適用於委員會的會議及其程式。</p> |
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11. **Powers of the Board**

董事會權利

- 11.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices 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.

由董事會在不違反本公司組織章程及上市規則(包括上市規則附錄十四《企業管治常規守則》，或本公司所採納其適用及自行制定的企業管治常規守則)的前提下，修訂、補充及廢除本職權範圍所有條文及委員會通過的任何決議，惟有關修訂、補充及廢除，並會令到倘該等職權範圍條文或決議並無修訂或廢除原應生效的任何早前行動及決議作廢。

Note: The term of reference were adopted by a resolution passed by the Board at its meeting held on 10 June 2006 and amended by a resolution passed by the Board at its meeting held on 26 March 2012, 29 July 2013 and 30 December 2022.

註：本職權範圍於2006年6月10日召開的董事會會議中決議採納，並根據於2012年3月26日、2013年7月29日及2022年12月30日召開的董事會會議決議修訂。