

Baiying Holdings Group Limited
百應控股集團有限公司

Terms of reference of
the Remuneration Committee of the Board of Directors

董事會薪酬委員會職權範圍

Baiying Holdings Group Limited

百應控股集團有限公司

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(“Company”)

(「本公司」)

(Stock Code: 8525)

(股份代號：8525)

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

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board on 15 December 2017. The terms of reference of the Committee have been revised and approved by the Board on 31 December 2022.

本委員會是按本公司董事會於2017年12月15日通過的決議成立的。本委員會的職權範圍已由董事會於2022年12月31日修訂及批准。

2. Membership

成員

- 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 (unless the Board determines otherwise), a majority of whom should be independent non-executive directors of the Company.
- 2.2 The chairman of the Committee shall be an independent non-executive director and shall be appointed by the Board.
- 2.3 The company secretary of the Company or other person appointed by the Committee shall be the secretary of the Committee. The appointment of the secretary of the Committee may be revoked or replaced by resolutions passed by the Committee.

委員會成員由董事會從董事會成員中挑選，委員會人數最少三名(董事會對人數另有決定除外)，而大部份之委員會成員須為本公司的獨立非執行董事。

委員會主席由獨立非執行董事擔任及由董事會委任。

本公司的公司秘書或獲委員會委任為秘書的其他人士為委員會的秘書。委員會可通過決議罷免或替換委員會秘書。

2.4 The appointment of the members of the Committee may be revoked or replaced, or additional members may be appointed to the Committee, by resolutions passed by the Board.

3. Proceedings of the Committee

3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.
- (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 facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

董事會通過決議，可罷免或替換委員會成員，或委任額外的委員會成員。

會議程序

會議通知：

- (a) 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於七天。有關會議通知應向委員會各名成員及受邀參加會議的其他人士發出。不論通知期長短，如委員會成員出席會議，則視作放棄收取有關會議通知，除非委員會成員出席會議乃為特意於會議開始時以會議尚未適當召開為由反對處理任何事務，則當別論。
- (b) 任何委員會成員可於任何時候召集委員會會議，而委員會秘書須應任何委員會成員的請求召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件或傳真方式或委員會成員不時議定的其他方式發出予各委員會成員不時通知委員會秘書的電話或傳真號碼或電郵地址或郵寄地址。
- (c) 以口頭通知方式召開的會議，應儘快(及在會議召開前)以書面方式確認。

- (d) Notice of meeting (or notice of confirmation 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 for 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).
- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.
- 3.3 **Frequency:** Meetings shall be held at least once every year.
- 3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- 3.5 No Committee member may vote on any resolution of the Committee regarding his own remuneration.
- 3.6 Written resolutions may be passed by all Committee members in writing and signed by all Committee members.
- (d) 召開會議的通告(或確認會議通告的函)必須說明開會目的、開會時間、地點，議程及連同有關文件予委員會各成員參閱。有關文件應與議程一起送出，而議程應與會議通告(或確認會議通告的函)一並發出。第3.3條所述委員會定期會議的議程及有關文件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3天前(或委員會全體成員同意的其它時間內)送出。委員會其它所有會議在切實可行的情況下亦應採納以上安排。
- 法定人數：**委員會會議法定人數為兩位委員會成員。
- 開會次數：**每年最少開會一次。
- 會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。
- 委員會成員不能就有關其本身的薪酬決議上投票。
- 委員會成員可以以書面方式通過及簽署任何決議。

4. Overriding principles

4.1 Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary.

4.2 No director should be involved in deciding his own remuneration.

4.3 The Committee should consult the chairman and/or chief executive officer about their proposals relating to the remuneration for other executive directors and have access to independent professional advice if considered necessary.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

(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 Company's Board for any changes to the proposed terms of such contract;

(b) to make recommendations to the Board regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;

首要的基本規則

所定的薪酬的水平應足以吸引及挽留董事管好公司營運，而又不致支付過多的酬金。

任何董事不得參與訂定本身的薪酬。

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，如認為有需要，亦可索取獨立的專業意見。

委任代表

委員會成員不能委任代表。

委員會的權力

委員會可以行使以下權力：

(a) 在簽訂有關合同前，審閱所有擬與任何候任董事或高級管理人員簽訂的服務合同，及向本公司的董事會就變更該等合同的條款提出建議；

(b) 考慮執行董事及其它高級管理人員的薪酬、獎金及福利並就此向董事會提出建議；

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| <p>(c) 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;</p> | <p>(c) 如委員會認為有需要，可就涉及本職權範圍的事宜向外界尋求法律或其他獨立專業意見，費用由本公司承擔，並可邀請具備相關經驗及專業才能的外界人士出席委員會會議；</p> |
| <p>(d) to have access to sufficient resources in order to perform its duties;</p> | <p>(d) 可取得足夠資源以履行其務；</p> |
| <p>(e) 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</p> | <p>(e) 每年檢討本職權範圍及其對委員會履行其責任的有效性，如委員會覺得有需要，可向董事會提出修改建議；及</p> |
| <p>(f) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.</p> | <p>(f) 為使委員會能恰當地履行其於第七章項下的責任，行使其認為有需要及有益的權力。</p> |

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**

薪酬委員會的責任

7.1 The duties of the Committee shall be:

薪酬委員會負責履行以下責任：

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| <p>(a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;</p> | <p>(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序制訂薪酬政策，向董事會提出建議；</p> |
| <p>(b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;</p> | <p>(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；</p> |

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| <p>(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;</p> | <p>(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)；</p> |
| <p>(d) to make recommendations to the Board on the remuneration of non-executive directors;</p> | <p>(d) 就非執行董事的薪酬向董事會提出建議；</p> |
| <p>(e) to consider salaries paid by comparable companies, time commitment and responsibility and employment conditions elsewhere in the group;</p> | <p>(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僱用條件；</p> |
| <p>(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 for the Company;</p> | <p>(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，賠償對本公司而言亦須公平合理，不致過多；</p> |
| <p>(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;</p> | <p>(g) 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；</p> |
| <p>(h) to ensure that no director or any of his associates is involved in deciding his own remuneration; and</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；及</p> |
| <p>(i) to review and/or approve matters relating to share schemes under Chapter 23 of the Rules Governing the Listing of Securities (the “Listing Rules”) on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).</p> | <p>(i) 審閱及／或批准香港聯合交易所有限公司(「聯交所」)GEM證券上市規則(「上市規則」)第23章所述有關股份計劃的事宜。</p> |

8. Minutes and written resolutions

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.

8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

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.

9. Continuing application of the articles of association of the Company

9.1 Unless the Board determines otherwise, the articles of association of the Company regulating the meetings and proceedings of the directors 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.

會議紀錄及書面決議

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員(初稿供成員表達意見，最後定稿作其紀錄之用)。

委員會秘書應將各財政年度委員會舉行的所有會議的會議紀錄及個別委員會成員出席該財政年度舉行的會議之出席記錄(包括其姓名)存檔。

本公司組織章程的持續適用

除非董事會另有決定，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及其程序。

10. Powers of the Board

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 15 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 amendment or supplement to and revocation of these terms of reference or 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, supplemented or revoked.

11. Reporting responsibilities

The Committee shall report to the Board after each meeting.

12. Publication of the terms of reference of the Committee

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Company's website and the website of the Stock Exchange.

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄十五《企業管治守則》或本公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

報告責任

委員會應於每次委員會會議後向董事會作出報告。

刊發委員會的職權範圍

委員會應在本公司網站及聯交所網站上公開本委員會的職權範圍，並解釋其角色以及董事會轉授予其的權力。

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