



# 信達國際控股有限公司

## CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 111)

(股份代號：111)

### Terms of Reference for Remuneration Committee

#### 薪酬委員會職權範圍

#### 1. Functions and Objectives 職能及宗旨

The Remuneration Committee (the “**Committee**”) is established by the board of directors (the “**Board**”) of Cinda International Holdings Limited (the “**Company**”) with a view to:

薪酬委員會（「**委員會**」）是由信達國際控股有限公司（「**本公司**」）董事會（「**董事會**」）設立，宗旨為：

- 1.1 establish and apply a formal and transparent procedure for setting policy on remuneration for all directors and senior management, and for fixing the remuneration packages for executive directors and senior management; and

定立並執行一套正規而具透明度的程序，以制訂有關所有董事和高級管理人員酬金的政策及釐定執行董事和高級管理人員的薪酬待遇，及

- 1.2 ensure that procedures and principles for fixing packages of all directors and senior management are proper so that the levels of remuneration of directors commensurate with their qualifications and competencies, and that such remuneration is sufficient to attract and retain the directors and senior management.

確保釐定全體董事和高級管理人員薪酬之程序和準則均屬恰當，以使所定的董事薪酬水準與其資格及能力相稱，並且以足夠的酬金吸引及挽留董事和高級管理人員。

#### 2. Composition 成員

- 2.1 The Committee must be formed by a majority of independent non-executive directors. The chairman of the Committee shall be an independent non-executive director designated by the Board.

委員會須由以獨立非執行董事佔大多數而組成。委員會主席須由獨立非執行董事出任，並由董事會委任。

- 2.2 Unless it is agreed otherwise, the company secretary of the Company shall act as the secretary to the Committee.

除另有安排外，本公司公司秘書將出任委員會秘書。

### 3. Proceedings of Meetings 會議程序

- 3.1 The Committee shall meet as and when necessary or as requested by any Committee member.

當委員會成員認為需要時，可要求召開會議。

- 3.2 The meetings and proceedings of the Committee are governed by the provisions of the Bye-laws of the Company for regulating the meetings and proceedings of the Board as far as the same are applicable and are not superseded by the regulations imposed by the Board. A resolution in writing signed by all the 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. A notification of consent to such resolution given by a member of the Committee in writing by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for this purpose. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of the Committee for this purpose a facsimile signature shall be treated as valid.

委員會之會議及程序須受本公司章程細則所載的董事會會議及程序規定所監管，惟其所述之條款須適用於委員會及不受董事會制定之規定所取替。由所有委員會成員簽署的書面決議，將猶如在妥為召開及舉行的委員會會議上通過的決議般具有同等效力及作用。委員會成員以任何方式（包括電子通訊方式）向委員會發出同意該決議的書面通知，將視為其對該決議的書面簽署。該決議可載於一份文件或形式相同的數份文件，每份經由一名或以上委員會成員簽署，而就此目的而言，委員會成員的傳真簽署將視為有效。

- 3.3 A quorum for meeting of the Committee shall be majority members present in person. Members participating the meeting by electronic means would be deemed as present in the meeting.

委員會會議之法定人數為大多數委員會成員親身出席。成員透過電子媒體參與會議也視作已出席會議論。

- 3.4 Minutes of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be sent to all members for their comment and records respectively within a reasonable time after the meeting. Such minutes shall be open for Directors' inspection.

委員會秘書應備存委員會會議記錄。會議結束後，應於合理時間內將會議記錄的初稿及最終定稿分別發送全體成員，供成員表達意見及記錄。會議記錄須公開予董事查閱。

#### 4. Duties and Authorities 職責及權力

The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so.

委員會之權力是由董事會賦予，因此，除非受到法律或監管規定限制，委員會須向董事會彙報其決定或建議。

The Committee should consult the chairman of the Board on their proposal and their views relating to remuneration of other executive directors and senior management. The Committee is authorized by the Board to seek independent professional advice, at the Company's expense, as it considers necessary to carry out its duties by sending request to the company secretary of the Company.

委員會應就其他執行董事和高級管理人員的薪酬建議及意見諮詢董事會主席。委員會獲董事會授權，如認為在執行職務時有需要，可向本公司之公司秘書提出請求以尋求獨立專業意見，費用由本公司支付。

The duties of the Committee are as follows:

委員會之職責如下：

- 4.1 recommend the Board on policy and structure for remuneration of all directors and senior management;  
就全體董事及高級管理人員的薪酬政策及架構向董事會提出建議；
- 4.2 establish a formal and transparent procedure for developing remuneration policy;  
定立正規而具透明度的程序制訂薪酬政策；
- 4.3 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；
- 4.4 make recommendations to the Board of the remuneration packages of individual executive directors and senior management including benefits in kind, performance bonus, pension rights and compensation payable for loss or termination of office or appointment;  
就個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、表現花紅、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）向董事會提出建議；
- 4.5 make recommendations to the Board of the remuneration of non-executive directors;  
就非執行董事的薪酬向董事會提出建議；

- 4.6 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僱用條件；
- 4.7 review and approve of 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 contractual terms and that such compensation is otherwise fair and not excessive for the Company;  
檢討及批准向執行董事及高級管理人員支付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，不會對本公司造成過重負擔；
- 4.8 review and approve of the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangement is made in accordance with contractual terms and that any compensation payment is otherwise reasonable and appropriate;  
檢討及批准就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；
- 4.9 ensure that no director or any of his associates is involved in deciding his own remuneration; and  
確保任何董事或其任何聯繫人不得自行釐定其個人薪酬； 及
- 4.10 review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules (if any) 。  
審閱及 / 或批准《上市規則》第17章所述有關股份計劃的事宜（如有）。

Adopted on 28 March 2012 and last amended on 25 March 2025

於2012年3月28日採納，並於2025年3月25日最後修訂