

KEE HOLDINGS COMPANY LIMITED

开易控股有限公司

REMUNERATION COMMITTEE – TERMS OF REFERENCE

薪酬委员会职权范围

1. Membership

成員

1.1 The Remuneration Committee shall be appointed by the Board of Directors (the “**Board**”).

薪酬委员会应由董事会委任。

1.2 The majority of the members (the “**Members**”) of the Remuneration Committee shall be independent non-executive Directors.

薪酬委员会的过半数成员须为独立非执行董事。

1.3 The Chairman of the Remuneration Committee shall be appointed by the Board.

薪酬委员会的主席须由董事会委任。

2. Secretary

秘書

2.1 The Company Secretary shall be the secretary of the Remuneration Committee.

公司秘书应为薪酬委员会的秘书。

2.2 Notwithstanding any other provisions in this terms of reference, the Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

尽管其它条款另有规定，薪酬委员会可不时委任其它具有合适资格和经验的人士担任薪酬委员会秘书。

3. Meetings

會議

3.1 The Remuneration Committee shall meet at least once a year.

薪酬委员会每年须至少召开一次会议。

- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held provided that if a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.
会议须有为期最少 7 天的通知，但即使会议召开的通知期短于前述通知期，如获半数成员同意召开该会议，该会议须仍视作妥为召开。成员出席该会议视作同意该通知期。如果会议延期少于 14 天，无须就延会另行发出通知。
- 3.3 The quorum of the Remuneration Committee shall be any two Members.
薪酬委员会的法定人数为两名成员。
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
会议可以亲身出席、电话或视像会议形式召开。成员可通过电话会议或其它类似的通讯工具参与会议，只要参与会议的各方可互相听到。
- 3.5 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.
薪酬委员会会议的决议须由出席会议过半数的成员通过。
- 3.6 A resolution in writing signed by all the Members of the Remuneration Committee shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.
一份由薪酬委员会全体成员签署的书面决议，是有效及有作用的，犹如该决议是在一次妥为召开及举行的薪酬委员会会议通过一样。
- 3.7 Minutes shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.
会议纪录应由薪酬委员会秘书保存。会议纪录的初稿及最后定稿应在会议后一段合理时间内先后送发全体成员，初稿供成员表达意见，最后定稿作其纪录之用。

4. Attendance and Voting at Meetings

出席会议及投票

- 4.1 At the invitation of the Remuneration Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Remuneration Committee), external advisers and other persons may attend all or part of any meetings.

董事会主席及/或首席执行官(如非薪酬委员会成员)、外聘顾问及其它人士，如获薪酬委员会邀请，可出席会议的全部或部分。

- 4.2 Only Members of the Remuneration Committee are entitled to vote at the meetings.

只有薪酬委员会成员有权在会议上投票。

5. Annual General Meeting

公司周年大会

- 5.1 The Chairman of the Remuneration Committee or a Member of the Remuneration Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and its responsibilities.

薪酬委员会主席或一名成员须出席公司周年大会，并须为回答股东就薪酬委员会的活动和其职责的提问作准备。

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

公司组织章程的持续适用

- 6.1 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.

就前文未有作出规范，但公司章程作出了规范的董事会会议程序的规定，适用于委员会的会议程序。

7. Responsibility and Powers

权责

The Remuneration Committee shall have the following duties and powers:

薪酬委员会以下的权责：

- 7.1 to make recommendations to the Board on the Company's policy and structure

for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

就公司董事及高级管理人员的全体薪酬政策及架构，及就设立正规而具透明度的程序制订此等薪酬政策，向董事会提出建议；

- 7.2 to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;

厘订全体执行董事及高级管理人员的特定薪酬待遇，包括非金钱利益、退休金权利及赔偿金额（包括丧失或终止职务或委任的赔偿），并就非执行董事的薪酬向董事会提出建议。薪酬委员会应考虑的因素包括同类公司支付的薪酬、董事须付出的时间及董事职责、集团内其它职位的雇用条件及是否应该按表现厘订薪酬等；

- 7.3 to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

透过参照董事会不时通过的公司目标，检讨及批准按表现而厘定的薪酬；

- 7.4 to review and approve 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 relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;

检讨及批准向执行董事及高级管理人员支付那些与丧失或终止职务或委任有关的赔偿，以确保该等赔偿按有关合约条款厘定；若未能按有关合约条款厘定，赔偿亦须公平合理，不会对公司造成过重负担；

- 7.5 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

检讨及批准因董事行为失当而解雇或罢免有关董事所涉及的赔偿安排，以确保该等安排按有关合约条款厘定；若未能按有关合约条款厘定，有关赔

偿亦须合理适当；

- 7.6 to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
确保任何董事或其任何联系人不得自行厘订薪酬；及
- 7.7 to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Listing Rules.
向股东建议，如何就任何须根据《上市规则》的规定取得股东批准的董事服务合约，进行表决。

8. Reporting

匯報

- 8.1 The Remuneration Committee shall report to the Board after each meeting.
薪酬委员会每次会议结束后，须向董事会汇报。

9. Authority

权力

- 9.1 The Remuneration Committee shall consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the remuneration of other executive Directors and senior management^{Note 1}.
薪酬委员会应就其它执行董事和高级管理人员^{附注 1}的薪酬建议咨询主席及/或首席执行官。
- 9.2 The Remuneration Committee is authorized by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties;
董事会授权薪酬委员会向高级管理人员索取有关薪酬的资料以履行其职责。
- 9.3 The Remuneration Committee is authorized by the Board where necessary to have access to professional advice^{Note 2}.
董事会授权薪酬委员会，如认为有需要，可索取专业意见^{附注 2}。
- 9.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.
薪酬委员会应获供给充足资源以履行其职责。

10. Publication of the Terms of Reference

公开职权范围

- 10.1 This terms of reference will be posted on the website of the Company.
本职权范围将登载于公司网站上。

Notes:

附注:

1. “senior management” should refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under Appendix 16 of the Listing Rules.
「高级管理人员」指公司年报内提及的同一类别的人士；按《上市规则》附录十六，这类人士的身份须予以披露。
2. Arrangement to seek professional advice could be made through Company Secretary.
薪酬委员会可通过公司秘书对索取专业意见作出安排。