

V.S. INTERNATIONAL GROUP LIMITED

威鉞國際集團有限公司

**Terms of reference of
the remuneration committee of the Board of Directors**

董事會薪酬委員會職權範圍

Date of adoption: 24 March 2012

採納日期：2012年3月24日

V.S. International Group Limited
威鉞國際集團有限公司
(“Company” and “本公司”)

Terms of reference of the Remuneration Committee (“Committee”)
of the Board (“Board”) of Directors (“Directors”) of the Company
董事(“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)

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| <p>1. <u>Constitution</u></p> <p>1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 14 February 2006.</p> | <p><u>組成</u></p> <p>本委員會是按本公司董事會於 2006 年 2 月 14 日會議通過成立的。</p> |
| <p>2. <u>Membership</u></p> <p>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 and a majority of which should be independent non-executive Directors.</p> <p>2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive Director.</p> <p>2.3 The secretary of the Committee shall be appointed by the Board. 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.</p> <p>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. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.</p> | <p><u>成員</u></p> <p>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 3 名，而大部份之成員須為獨立非執行董事。</p> <p>委員會主席由董事會委任及必須是獨立非執行董事。</p> <p>委員會秘書由董事會委任。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。</p> <p>經董事會及委員會分別通過決議，方可委任額外的委員會成員、更替或罷免委員會成員或秘書。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。</p> |
| <p>3. <u>Proceedings of the Committee</u></p> <p>3.1 <i>Notice:</i></p> | <p><u>會議程式</u></p> <p>會議通知:</p> |

- (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. 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.

(Pursuant to paragraph A.1.3 of Appendix 14 of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), regular board meetings should be called by at least 14 days' notice.)

- (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 e-mail or by facsimile transmission at the telephone or facsimile or address or e-mail 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.
- (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 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 three days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

除非委員會全體成員同意(口頭或書面), 委員會的會議通知期, 不應少於七天。不論通知期長短, 委員會成員出席會議將構成放棄該通知, 除非出席會議的委員會成員在會議開始之時, 以會議還沒有得到正確的召開為理由為目的, 出席以表達反對會議處理任何事項。

(根據香港聯合交易所有限公司 (“**聯交所**”) 證券上市規則 (“**上市規則**”) 附錄十四第 A.1.3 段的規定, 召開董事會定期會議應發出至少 14 天通知)

任何委員會或委員會秘書 (應委員會成員的請求時) 於任何時候召集委員會會議。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、傳真或其他委員會成員以該成員不時議定的方式發出予各委員會成員 (以該成員不時通知秘書的電話或傳真號碼或電郵位址或郵寄地址為準)。

以口頭通知方式召開的會議, 應儘快 (及在會議召開前) 以書面方式確實。

會議通告必須說明開會目的、開會時間、地點、議程及提供有關文件予各成員及秘書參閱。第 3.3 條所述委員會定期會議的議程及有關檔應全部及時送交委員會全體成員, 盡至少在計畫舉行委員會會議日期的最少三天前 (或經委員會全體成員協定的其他時間內) 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 and a majority of which shall be independent non-executive Directors. 法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。
- 3.3 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. 每年最少開會一次，以制訂有關執行董事酬金的政策及厘訂各董事的薪酬待遇。
- 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 Written resolutions may be passed by all Committee members in writing. 委員會成員可以以書面贊成方式通過任何決議，惟所有委員會成員必須簽字。
- 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. 所定的薪酬的水準應足以吸引及挽留董事管好公司，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，委員會應尋求獨立專業意見。
- 5. Alternate Committee members**
- 5.1 A Committee member may not appoint any alternate. 委員會成員不能委任代表。
- 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 human resources department for any changes to the proposed terms of such contract ; 在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向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;
- (c) to request the Board to convene a shareholders' meeting (if necessary) for the purposes of removing any Director and dismissing any employees if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly;
- (d) to obtain outside legal or other independent professional advice at the expenses 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;
- (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
- (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.
- 6.2 The Committee should be provided with sufficient resources to perform its duties.

考慮並就執行董事及其它高級管理人員的薪酬、獎金及福利等建議，提供意見；

在有證據顯示本集團董事及其他僱員有關人員失職時，要求董事會召開股東大會(如有需要)罷免有關人員的職務；

如委員會覺得有需要，可就涉及本職權範圍的事宜向有相關經驗及專業才能的獨立第三方尋求獨立法律及其他專業意見，費用均由本公司支付；及促使具備相關經驗及專業才能的外界人士列席會議；

每年檢討本職權範圍及其有效性，如委員會覺得有需要，可向董事會提供修改建議；及

為使委員會能合理地執行其于第七章項下的責任，其認為有需要及有益的權力。

委員會應獲供給充足資源以履行其職責。

7. Duties

委員會的責任

7.1 The duties of the Committee shall be:

委員會負責履行以下責任：

- (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;

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；

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| (b) 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; | 向董事會建議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、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)； |
| (c) to 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； |
| (d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries; | 考慮同類公司支付的薪酬、須付出的時間及職責、以及本公司及其他附屬公司內其他職位的雇用條件； |
| (e) to review and approve management's remuneration proposals by reference to the Board's corporate goals and objectives; | 透過參照公司目標，檢討及批准管理人員的薪酬； |
| (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; | 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有關的賠償，以確保該等賠償與合約條款一致；若未能按有關合約條款厘定，賠償亦須公平合理，不致過多； |
| (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate; and | 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；及 |
| (h) to ensure that no Director or any of his associates (within the meaning prescribed to it under the Listing Rules in force from time to time) is involved in deciding his own remuneration. | 確保任何董事或其任何聯繫人(按不時有效的上市規則所載之定義)不得參與厘定他自己的薪酬。 |

8. Minutes and records

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.

會議紀錄

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會會員將不計入法定人數內、而除非《上市規則》附錄三附注一適用，相關委員就他或其任何聯繫人有重大利益的委員會決議必需放棄投票。

- 8.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee. The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records, in both cases within a reasonable time after the meeting (generally, meaning within 14 days after the meeting) or before the passing of the written resolutions. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
- 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.
- 8.4 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 8.5 委員會的完整會議紀錄及書面決議應由委員會秘書保存。委員會秘書應于委員會會議結束後或書面決議簽署前的合理時段內(一般指委員會會議結束後的 14 天內),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。會議紀錄獲簽署後,秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。
9. **Annual general meeting**
- 9.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.
- 9.2 委員會秘書應就年內委員會所有會議紀錄存檔,以及具名紀錄每名成員于委員會會議的出席率。
10. **Continuing application of the articles of association of the Company**
- 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.
- 10.3 委員會應向董事會彙報其決定或建議,除非委員會受法律或監管限制所限而不能作此彙報(例如因監管規定而限制披露)。
11. **Powers of the Board**
- 11.1 **股東周年大會**
- 11.2 委員會的主席,或在委員會主席缺席時由另一名委員(或如該名委員未能出席,則其適當委任的代表)應出席股東周年大會,並就委員會的活動及其職責在股東周年大會上回應問題。
- 11.3 **本公司章程的持續適用**
- 11.4 就前文未有作出規範,但本公司章程作出了規範的本公司董事會會議程式的規定,適用委員會的會議程式。
- 11.5 **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 Corporate Governance Code and Corporate Governance Report 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.

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十四《企業管治守則》及《企業管治報告》或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，并不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

12. **Publication of the terms of reference of the Committee**

委員會職權範圍的刊登

12.1 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 website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 24 March 2012 in replacement of the terms of reference of the Committee adopted on 14 February 2006

2012年3月24日採納，並取代於2006年2月14日採納的委員會職權範圍。