

E. BON HOLDINGS LIMITED 怡邦行控股有限公司

Remuneration Committee 薪酬委員會

Terms of Reference 職權範圍

Composition and Quorum

組成及法定人數

The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors. The chairman of the Committee should be an independent non-executive director.

委員會成員經由本公司董事會從本公司的非執行董事及執行董事中委任，而委員會的大部份成員應為獨立非執行董事，並由獨立非執行董事出任主席。

Members : The Committee shall consist of not less than 3 members.

成員 : 委員會最少由三名成員組成。

Quorum : 2

法定人數 : 2

The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

委員會會議及程序須受本公司的組織章程細則所載的董事會會議程序規定所規管。

The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

委員會秘書為公司秘書。委員會秘書或其未克出席，其代表或任何一位委員會會員將出任委員會會議秘書。

Authority

權力

1. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，滿足其任何要求。
2. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

Duties

職責

The duties of the Remuneration Committee will be:-

薪酬委員會的職責如下：—

1. 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序制訂薪酬政策，向董事會提出建議。
2. To review and approve the management's remuneration proposals with reference to the board's corporate goals and objective;
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；
3. 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。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）。
4. To make recommendations to the board on the remuneration for non-executive directors.
就非執行董事的薪酬向董事會提出建議。

5. To 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。
6. To review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure 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。
7. 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.
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。
8. To ensure that no director or any of his associates is involved in deciding his own remuneration.
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。
9. To consult the chairman and/or the chief executive about their remuneration proposals for executive directors. The committee should have access to professional advice if necessary.
就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，亦可索取專業意見。
10. To consider other topics as defined by the board.
研究其他由董事會界定的課題。

Note: For the purpose of this terms of reference, “senior management” should refer to the same category of persons as referred to in the Company’s annual report.

註： 就本職權範圍而言，「高級管理人員」指本公司年報內提及的同一類別的人士。

March 2012
二零一二年三月