



**CHINA TING GROUP HOLDINGS LIMITED**

**华鼎集团控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(于开曼群岛注册成立之有限责任公司)*

**(the “Company”)**

**(“公司”)**

**TERMS OF REFERENCE  
OF THE REMUNERATION COMMITTEE  
ADOPTED BY THE BOARD ON 23 DECEMBER 2016  
董事会于 2016 年 12 月 23 日采纳的薪酬委员会职权范围**

**1 Membership  
成员**

The Remuneration Committee (hereinafter referred to as the “**Committee**”) shall consist of one executive director (“**Executive Directors**”) of the Company and two independent non-executive directors of the Company. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) from time to time.

薪酬委员会（以下称为“**委员会**”）须由一名公司执行董事（以下称为“**执行董事**”）及两名公司独立非执行董事组成。委员会的组成必须遵守不时的香港联合交易所有限公司证券上市规则（“**上市规则**”）的要求。

**2 Attendance at Meetings  
出席会议**

- (a) At all times, the chairman of the Board of Directors (the “**Board**”) shall be notified in advance of all meetings of the Committee and may be in attendance thereat, provided that he shall not be in attendance when his own remuneration package/benefits are being discussed.

在任何时候，委员会所有会议的举行应事先通知董事会（“**董事会**”）主席。董事会主席可以出席委员会会议；但是，在讨论其本身的薪酬待遇/福利的委员会会议时，董事会主席则不应出席。

- (b) The quorum of a meeting of the Committee shall be two members of the Committee.

委员会会议的法定人数为委员会两名成员。

- (c) The chairman of the Board and/or the Executive Director shall be, where appropriate, invited by the Committee to attend the meetings.

在适当情况下，董事会主席及/或执行董事必须获委员会邀请出席委员会会议。

- (d) The Committee may, if necessary, invite other advisors, including but not limited to, external professional advisors or consultants to attend the meetings and to advise its members.

如有需要，委员会可获邀请其他顾问（包括但不限于外聘专业顾问）出席委员会会议为其会员提供意见。

- (e) The secretary of the Company shall be the secretary of the Committee who should attend all meetings of the Committee.

委员会秘书应由公司的秘书担任。委员会秘书必须出席委员会的所有会议。

- (f) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委员会成员可以通过电话会议或以参与会议的所有人能够听见对方的类似通讯设备参与委员会会议。根据本款参与会议应构成亲自出席该会议。

### **3 Frequency of Meetings** **会议的次数**

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

委员会会议应每年召开不少于一次。委员会主席或任何两名委员会成员可以在其认为有需要时要求召开委员会会议。委员会会议应按委员会主席的指示，由委员会的秘书作出安排。

### **4 Committee's Resolutions** **委员会的决议案**

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 and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic

communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

由委员会全体成员签署的书面决议案应是有效和具有效力的，犹如该决议案是在委员会会议上通过一样。有关书面决议案可由多份相同格式的文件组成，而每份文件由委员会一名或多名成员签署。有关书面决议案可以传真或其他电子通讯方式签署和传阅。本款不得损害上市规则任何有关董事会会议或委员会会议的举行之规定。

## 5 Authorities and Purposes 授权及目的

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.

委员会获董事会授权对其职权范围内的任何事宜作出检讨、评核和提出建议。

- (b) The Committee should utilise information achieved internally and externally to satisfy itself that base salaries offered by the Company are competitive with current market conditions and that the total remuneration package/benefits are competitive with other companies of a similar size, business nature and scope as the Company.

委员会应利用从内部及外部取得的资料，使其信纳公司的基本薪酬与现行市场情况比较是具竞争力的，而与其他拥有类似规模、业务性质及范围的公司相比，公司的总薪酬待遇/福利是具竞争力的。

- (c) The purpose of the establishment of the Committee is to enable the Company to be more open and objective in the setting of its remuneration in respect of the directors of the Board and the senior management of the Company.

委员会设立的目的是让公司可以更加公开及客观地制订公司董事及高级管理人员的薪酬。

- (d) The Committee must ensure that the chairman of the Board and the Executive Directors are fairly rewarded in the light of their contribution to the Company and their performance and that they receive suitable incentives to maintain high standards of performance and to improve the Company's and their performance.

委员会必须确保董事会主席及执行董事按其对公司所作出的贡献及表现获得公平的报酬，并确保他们获得适当的奖励，使其保持高水平的表现和提高公司及其本身的表现。

- (e) 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.

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B.1.1

委员会应就其他执行董事的薪酬建议咨询主席及/或行政总裁。如有需要，委员会应可寻求独立专业意见。

附录十四 -  
B.1.1

- (f) The authority of the Committee should be provided upon request from the shareholders of the Company and the role of the Committee should be explained in the Corporate Governance Report in the Annual Report of the Company.

委员会的权限必须在公司股东提出要求时提供，并在公司年报的《企业管治报告》中解释委员会的角色。

- (g) A significant proportion of the Executive Directors' remuneration should link rewards to corporate and individual performance. Where the Board resolves to approve any remuneration or compensation arrangements with which the Committee disagrees, the Board should disclose the reasons for its resolution in its next Corporate Governance Report.

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B.1.6,  
B.1.7

执行董事的薪酬应有颇大部份与公司及个人表现挂钩。凡董事会议决通过的薪酬或酬金安排为委员会不同意者，董事会应在下一份《企业管治报告》中披露其通过该项决议案的原因。

附录十四 -  
B. 1.6、  
B 1.7

- (h) The Committee should be provided with sufficient resources to perform its duties.

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B.1.4

委员会应获供给充足资源以履行其职责。

附录十四 -  
B. 1.4

- (i) The Company should disclose details of any remuneration payable to members of senior management by band in its annual reports.

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B.1.5

公司应在其年报内按薪酬等级披露高级管理人员的酬金详情。

附录十四 -  
B. 1.5

## 6 Duties 职责

The duties of the Committee shall be:

委员会应履行下述职责：

- (a) to assess, review and make recommendations, once a year or as and when required, to the Board in respect of the remuneration packages and overall benefits for the directors of the Board of the Company;

每年一次或在有需要时，对公司董事会董事的薪酬待遇及整体福利进行评核、检讨及向董事会提出建议；

- (b) to consider the grant of options under the Share Option Scheme;

考虑根据购股权计划授出购股权；

- (c) to make recommendations to the Board in relation to all consultancy agreements and service contracts, or any variations, renewals or modifications thereof, entered into between the Company and the directors of the Board or any associated company of any of them;

就公司与董事会董事或其任何联营公司订立的所有顾问协议及服务合约，或其任何变动、更新或修改，向董事会提出建议；

- (d) to consider what details of the remuneration/benefits of the chairman of the Board and the Executive Directors should be reported in addition to those required by law in the Company's annual report and accounts and how those details should be presented;

除法律要求必须上报的资料外，考虑在公司年度报告及账目内报告董事会主席及执行董事的薪金/福利详情，并且考虑如何阐述该等详情；

- (e) to make recommendations to the Board on the Company's policy and structure for all its directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing its remuneration policy;

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B.1.2(a)

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其薪酬政策，向董事会提出建议；

附录十四 -  
B. 1.2(a)

- (f) to review and approve the management's remuneration proposals of the Company with reference to the Board's corporate goals and objectives;

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B.1.2(b)

因应董事会所订企业方针及目标而检讨及批准公司管理层的薪酬建议；

附录十四 -  
B. 1.2(b)

- (g) either:

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B.1.2(c)

以下两者之一：

附录十四 -  
B. 1.2(c)

- (i) to determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management of the Company; or

获董事会转授责任，厘定个别执行董事及公司高级管理人员的薪酬待遇；或

- (ii) to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management of the Company.

向董事会建议个别执行董事及公司高级管理人员的薪酬待遇。

This should, include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

此应包括非金钱利益、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）；

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|-----|---|------------------|
| (h) | to make recommendations to the Board on the remuneration of non-executive directors of the Company;   | App 14-B.1.2(d)  |
|     | 就公司非执行董事的薪酬向董事会提出建议；  | 附录十四 - B. 1.2(d) |
| (i) | to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group of the Company;  | App 14-B.1.2(e)  |
|     | 考虑同类公司支付的薪酬、须付出的时间及职责以及公司集团内其他职位的雇用条件；  | 附录十四 - B. 1.2(e) |
| (j) | to review and approve compensation payable to Executive Directors and senior management of the Company 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; | App 14-B.1.2(f)  |
|     | 检讨及批准向执行董事及公司高级管理人员就其丧失或终止职务或委任而须支付的赔偿，以确保该等赔偿与合约条款一致；若未能与合约条款一致，赔偿亦须公平合理，不致过多；   | 附录十四 - B. 1.2(f) |
| (k) | to review and approve compensation arrangements relating to dismissal or removal of directors of the Company for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;                         | App 14-B.1.2(g)  |
|     | 检讨及批准因公司董事行为失当而解雇或罢免有关董事所涉及的赔偿安排，以确保该等安排与合约条款一致；若未能与合约条款一致，有关赔偿亦须合理适当；  | 附录十四 - B. 1.2(g) |
| (l) | to ensure that no director of the Company or any of his associates is involved in deciding his own remuneration;  | App 14-B.1.2(h)  |
|     | 确保公司任何董事或其任何联系人不得参与厘定他自己的薪酬；  | 附录十四 - B. 1.2(h) |
| (m) | to cater for the Company to be in a position to offer and maintain competitive and attractive overall benefits to recruit and maintain high quality personnel at the Board level;   |                  |
|     | 迎合公司的情况让其可以提供及保持其具竞争力及吸引力的整体福利，以招聘及挽留高质素的董事人才；  |                  |

- (n) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

进行使委员会能履行董事会赋予委员会的权力和职能的任何事项；及

- (o) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law.

遵守董事会不时订明的或公司组织章程文件所载的或上市规则或适用法律规定的任何要求、指示及规定。

## **7 Reporting Procedures**

### **汇报程序**

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

委员会必须向董事会作出汇报。在委员会会议/书面决议案之后的下一个董事会会议，公司的秘书应向董事会呈交订明委员会调查结果、建议及决定的委员会会议纪要/书面决议案的副本。

## **8 Availability and update of the terms of reference**

### **公开和更新职权范围**

- (a) These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong;

当情况改变及香港的条例规定（例如：上市规则）出现更改而有需要时，本职权范围应作出更新及修订；

- (b) These terms of reference or its updated and revised versions should be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited; and

有关本职权范围的资料或其更新及修订版本应登载于公司网站及香港联合交易所有限公司的网站内；及

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B.1.3

附录十四 -  
B. 1.3

- (c) These terms of reference shall be available upon request by shareholders of the Company.

本职权范围应在公司股东要求时提供给公司股东。