



Zhengye International Holdings Company Limited
正業國際控股有限公司

董事会薪酬委员会职权范围
Terms of reference of
the Remuneration Committee of the Board of Directors

Zhengye International Holdings Company Limited

正業國際控股有限公司

(incorporated in Bermuda with limited liability)
(于百慕达注册成立的有限公司)

Zhengye International Holdings Company Limited

正業國際控股有限公司

(“Company” and “本公司”)

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

董事会(“董事会”)薪酬委员会(“委员会”)

职权范围

(中文本为翻译稿，仅供参考用)

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| 1. <u>Constitution</u> | 组成 |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 4 March 2011. | 本委员会是按本公司董事会于二零一一年三月四日会议通过成立的。 |
| 2. <u>Appointment and composition</u> | 委任及组成 |
| 2.1 Appointment and revocation: Members of the Committee shall be appointed and removed by the Board. | 委任及罢免: 委员会的成员由董事会委任及罢免。 |
| 2.2 Composition: | 组成: |
| Members of the Committee shall: | 委员会的成员需: |
| (1) be appointed from amongst members of the Board; and | (1) 委任自本公司董事会成员；及 |
| (2) consist of not less than three in number, a majority of whom should be independent non-executive directors of the Company. | (2) 最少有三名成员，当中大部分需为本公司的独立非执行董事。 |
| 2.3 Chairman of the Committee: The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee and shall be an independent non-executive director. | 委员会主席: 委员会主席由董事会委任或经委员会成员选举、及必须是独立非执行董事。 |
| 2.4 Secretary of the Committee: The company secretary of the Company shall be the secretary of the Committee. 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. | 委员会的秘书: 本公司的公司秘书为委员会的秘书。如委员会秘书缺席，出席委员会会议的委员会成员可在他们当中选出或委任其它人员作为担任该会议的秘书。 |

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3. **Proceedings of the Committee** **会议程序**
- 3.1 ***Convening of meetings:*** 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. **会议的召开:** 任何委员会成员或委员会秘书应委员会成员的要求时，可于任何时间召开委员会会议。
- 3.2 ***Notice:*** **会议通知:**
- (1) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice. (1) 除非委员会全体成员(口头或书面)同意，委员会的会议通知期，不应少于七天。
- (2) Notice of meeting shall be given to each Committee member, and to any other person invited to attend, in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address last notified to the secretary of the Committee by such Committee member or in such other manner as the Committee members may from time to time determine. (2) 召开会议通告必须亲身以口头或以书面形式、或以电话、电子邮件、传真或委员会成员不时议定的其他方式发送予各委员会成员及其它获邀出席的人士(以该成员最后通知委员会秘书的电话号码、传真号码、地址或电邮地址为准)。
- (3) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting. (3) 口头会议通知应尽快(及在会议召开前)以书面方式确实。
- (4) Notice of meeting shall state the purposes, time and venue of the meeting. (4) 召开会议的通知必须说明会议的目的、开会时间和地点。
- (5) In respect of regular meetings of the Committee as mentioned in paragraph 3.4 below, and so far as practicable for all other meetings of the Committee, an agenda together with the documents which may be required to be considered by the members of the Committee for the purposes of the meeting shall be sent in full to all members of the Committee in a timely manner and in any event not less than 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree). (5) 以下第 3.4 段所指的委员会定期会议及在切实可行的情况下委员会其它所有会议，的议程及委员会成员需就会议而需考虑的文件应全部及时送交全体委员会成员，并至少在计划举行委员会会议日期的三天前(或全体委员会成员协议的其它时间内)送出。
- 3.3 ***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 of the Company. **法定人数:** 委员会会议的法定人数为两位委员会成员，而大部份出席的成员须为本公司的独立非执行董事。

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- 3.4 **Frequency:** Regular meetings of the Committee shall be held at least once every year or more frequently if circumstances require to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.
- 3.5 **Votes:**
- (1) A member of the Committee must abstain from voting on any resolution of the Committee in which he or any of his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") has a material interest and shall not be counted towards the quorum of such a meeting at which the relevant resolution is considered by the Committee, unless the exceptions set out in the bye-laws of the Company or note 1 to Appendix 3 of the Listing Rules apply.
- (2) Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the Chairman of the Committee shall be entitled to cast an extra vote.
4. **Written resolutions**
- 4.1 Written resolutions may be passed by all Committee members in writing.
5. **Alternate Committee members**
- 5.1 A Committee member may not appoint any person as his alternate.
6. **Overriding principles**
- 6.1 Remuneration levels should be sufficient to attract and retain directors to run the Company and its subsidiaries (hereinafter collectively referred to as "**Group**") successfully, without paying more than necessary.
- 次数:** 委员会每年最少应召开一次或(若有所需)以上的定期会议,以制订有关执行董事酬金的政策及厘订各董事的薪酬待遇。
- 投票:**
- (1) 除公司章程细则或香港联合交易所有限公司证券上市规则(“《上市规则》”)附录三附注一容许的情况外,委员会成员不得就任何其本人或联系人(联系人按《上市规则》所作的定义相同)拥有重大权益的委员会决议进行投票;在确定是否有足够的法定人数出席考虑有关决议的委员会会议时,其本人亦不得计算在内。
- (2) 委员会的决议以过半数有权出席会议并投票的委员会成员通过。当反对票和赞成票相等时,委员会主席有权多投一票。
- 书面决议**
- 委员会成员可以以书面决议方式通过任何决议,惟有关决议必须由所有委员会成员签字。
- 委任代表**
- 委员会成员不能委任任何人任作为其候补。
- 首要的基本规则**
- 所定薪酬的水平应足以吸引及挽留董事管好公司及其附属公司(合称“**本集团**”)营运,而又不致支付过多的酬金。

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| 6.2 | No director should be involved in deciding his own remuneration. | 任何董事不得参与订定本身的薪酬。 |
| 6.3 | 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，委员会应可寻求专业意见。 |
| 7. | <u>Authority of the Committee</u> | 委员会的权力 |
| 7.1 | The Committee may at the expenses of the Company exercise the following powers: | 委员会可以行使以下权力，费用由本公司支付： |
| (1) | 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; | (1) 在签订有关合同前，审阅所有候任董事及高级管理人员将会签订的服务合同及向本公司的人力资源部门就变更该等合同的条款提出建议； |
| (2) | to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management; | (2) 就执行董事及其它高级管理人员的报酬、奖金及福利提供建议； |
| (3) | to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any director and to dismiss any employees of the Group if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly; | (3) 在有证据显示本集团董事及其它雇员失职时，要求董事会召开股东大会(如有需要)罢免有关人员的职务； |
| (4) | to obtain outside independent legal or other professional advice 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; | (4) 如委员会觉得有需要，可就涉及本职权范围的任何事宜寻求外部独立法律或其它专业意见，并确保具备相关经验及专业才能的独立第三方出席其会议； |
| (5) | to commission reports or surveys as are necessary to assist in the performance of its duties; | (5) 为协助履行其职务所需，委托制作报告或进行调查； |
| (6) | to have access to sufficient resources in order to perform its duties; | (6) 取得足够资源以履行其职务； |

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| <p>(7) 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</p> <p>(8) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 8 below can be properly discharged.</p> <p>7.2 The Committee shall be provided with sufficient resources to perform its duties.</p> <p>8. <u>Duties of the Committee</u></p> <p>8.1 The duties of the Committee shall be:</p> <p>(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;</p> <p>(2) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;</p> <p>(3) either:</p> <p style="padding-left: 20px;">(i) to determine with delegated responsibility, the remuneration packages of individual executive directors and senior management; or</p> <p style="padding-left: 20px;">(ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.</p> <p>This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;</p> <p>(4) to make recommendations to the Board on the remuneration of non-executive directors;</p> | <p>(7) 每年检讨本职权范围条款及本职权范围对履行委员会职务的有效性，并向董事会提供委员会认为有需要的修改建议；及</p> <p>(8) 行使委员会认为为恰当履行其于第八章项下的责任而需要的权力。</p> <p>委员会应获提供充足资源以履行其职责。</p> <p><u>委员会的责任</u></p> <p>委员会负责履行以下责任：</p> <p>(1) 就本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薪酬政策，向董事会提出建议；</p> <p>(2) 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；</p> <p>(3) 以下兩者之一：</p> <p style="padding-left: 20px;">(i) 获董事会转授责任，厘定个别执行董事及高级管理人员的薪酬待遇；或</p> <p style="padding-left: 20px;">(ii) 向董事會建議个别执行董事及高级管理人员的薪酬待遇。</p> <p>此應包括非金钱利益、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)；</p> <p>(4) 就非执行董事的薪酬向董事会提出建议；</p> |
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| (5) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; | (5) 考虑同类公司支付的薪酬、须付出的时间及职责以及集团内其他职位的雇用条件； |
| (6) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; | (6) 检讨及批准向执行董事及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； |
| (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; | (7) 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； |
| (8) to ensure that no director or any of his associates is involved in deciding his own remuneration; and | (8) 确保任何董事或其任何联系人不得参与厘定自己的薪酬；及 |
| (9) to report back to the Board on their decisions or recommendation, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). | (9) 向董事会汇报其决定或建议，除非委员会受法律或监管限制所限而不能作此汇报（例如因监管规定而限制披露）。 |

9. Minutes and records

- 9.1 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly.
- 9.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the secretary of the Committee.

会议纪要

委员会秘书应在每次会议开始时询问是否有任何利益冲突并记录在会议纪要中。

委员会秘书需保存完整的委员会会议纪要及委员会书面决议。

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- 9.3 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting or before the passing of the written resolutions. Once the minutes or, as the case may be, written resolutions, are properly signed, the secretary of the Committee shall circulate the minutes or, as the case may be, written resolutions, and reports of the Committee to all members of the Board.
- 委员会秘书应于委员会会议结束后或书面决议签署前的合理时段内，把委员会会议纪要或书面决议(视乎情况而定)的初稿及最后定稿发送委员会全体成员(初稿供成员表达意见，最后定稿作其纪录之用)。会议纪要或书面决议(视乎情况而定)获签署妥当后，委员会秘书应将委员会的会议纪要或书面决议(视乎情况而定)和报告传阅予董事会所有成员。
- 9.4 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.
- 委员会秘书应就年内委员会所有会议纪要存档，以及具名纪录每名成员于委员会会议的出席率。
- 10. Annual general meeting**
- 股东周年大会**
- 10.1 The Chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.
- 委员会主席或在委员会主席缺席时另一名委员会的成员，应出席本公司的股东周年大会以回应股东周年大会上就委员会的活动及其职责提出的问题。
- 11. Continuing application of the bye-laws of the Company**
- 本公司章程细则的持续适用**
- 11.1 The bye-laws 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，但本公司章程细则作出了规范的董事会会议程序的规定，适用委员会的会议程序。

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12. Powers of the Board

董事会权力

- 12.1 The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own corporate governance code), 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.

本职权范围所有规则及委员会通过的决议，可以由董事会在不违反公司章程细则及《上市规则》的前提下(包括《上市规则》之附录十四《企业管治守则》或公司自行制定的企业管治守则(如被采用))，随时修订、补充及废除，惟有关修订、补充及废除，并不影响任何在有关行动作出前，委员会已经通过的决议或已采取的行动的有效性。

13. Publication of the terms of reference of the Committee

委员会职权范围的刊登

- 13.1 The terms of reference of the Committee shall be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company.

委员会职权范围将登载在香港联合交易所有限公司及本公司的网站。

First Adopted Date : 4 March 2011
Revised Date : 21 December 2011
(revised effective on 1 January 2012)

首次采纳日期：2011年3月4日
修订日期：2011年12月21日
(修订生效日期：2012年1月1日)