



TYSAN HOLDINGS LIMITED

泰昇集團控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 687)

(股份代號 : 687)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

薪酬委員會的職權範圍

1. Constitution 組成

The board of directors (individually, a “**Director**”, and collectively, the “**Directors**”) of Tysan Holdings Limited (the “**Board**” and the “**Company**” respectively) established a committee of the Board known as the Remuneration Committee (the “**Committee**”) on 20 September 2005. The Board provided the Committee with the revised written terms of reference set out below (the “**Terms**”) including the updates adopted on 27 March 2023.

泰昇集團控股有限公司（「**本公司**」）董事（個別公司董事為「**董事**」，全體公司董事則為「**各董事**」）局（「**董事局**」）已於二零零五年九月二十日決議成立一個董事委員會，名為薪酬委員會（「**委員會**」）。董事局已修正委員會之書面職權範圍（「**職權範圍**」）如下，此職權範圍包括了二零二三年三月二十七日起生效的更新。

2. Membership 成員

2.1 The Committee shall consist of at least 3 members and the majority of which shall be independent non-executive Directors. The members of the Committee (individually, a “**Member**”, and collectively, the “**Members**”) shall be appointed by the Board.

委員會應包括至少三名成員。委員會成員（個別成員為「**成員**」，全體成員則為「**各成員**」）須由董事局委任，當中大多數須為獨立非執行董事。

2.2 The chairman of the Committee (“**Chairman**”) shall be an independent non-executive Director and nominated by the Board.

委員會主席（「**主席**」）須為獨立非執行董事，並由董事局提名。

2.3 The Human Resources Director of the Company or his/her nominee shall be the secretary of the Committee (“**Secretary**”).

本公司的人力資源總監或其代理人須擔任委員會秘書（「**秘書**」）。

2.4 Subject to Clauses 2.1 and 2.2 above, if a Member is unable to act as such due to absence, illness or any other cause, the Chairman or the chairman of the Board (as may appropriate) may nominate another Director to serve as an alternate Member for the Member concerned.

根據上述條款 2.1 和 2.2，倘成員因缺勤、疾病或其他理由導致未能履行職責，則主席或董事局主席（按情況而定）可以提名另一名董事作為該成員之替補成員。

2.5 Formal meetings of the Committee (individually, a “**Meeting**”, and collectively, the “**Meetings**”) may be held by telephone or other communication equipment which allows those participating to hear and speak to each other, and the quorum in that event shall be any two Members (one of which should be an independent non-executive Director) so linked as governed by the provision of the Company’s Bye-laws (the “**Bye-laws**”).

委員會的正式會議（個別委員會會議為「**會議**」，眾數委員會會議為「**各會議**」）可透過電話或容許與會人士彼此通話的其他通訊設備舉行。在此情況下，按本公司章程細則（「**細則**」）所規定，法定會議人數須為以如此方式聯系的任何兩名成員（其中一名必須為獨立非執行董事）。

3. Attendance at Meetings 出席會議

The Committee may invite any other members of the Board, senior management of the Company (the “**Senior Management**”) and/or external advisers to attend any Meeting(s) as it may from time to time consider appropriate to assist the Committee to perform its duties.

委員會可不時認為適宜時邀請董事局任何成員、本公司高級管理人員（「**高級管理人員**」）或/及外聘顧問出席任何會議以協助委員會履行職責。

4. Proceedings 議事程序

Proceedings of Meetings shall be governed by the provisions of the Bye-laws.

委員會的議事程序須受細則規管。

5. Quorum 法定會議人數

The quorum necessary for the Meetings shall be two Members and one of which should be an independent non-executive Director. A duly convened Meeting at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Committee.

會議的法定人數必須為兩名成員，而其中一名必須為獨立非執行董事。委員會正式召開而符合法定人數的會議應有資格行使當期時所有歸屬予委員會或委員會可行使的權力、權限和酌情權。

6. Frequency of Meetings 會議次數

The Committee shall meet at least once a year and it may meet at such times and frequency as it considers appropriate.

委員會須至少每年舉行一次會議或按其認為適當之時間及情況增加會議次數。

7. Notice of Meetings 會議通知

7.1 Meetings shall be summoned by the Secretary at the request of any of its Members.

秘書須應任何成員要求召開各會議。

7.2 Unless otherwise agreed, notice of each Meeting confirming the venue, time and date together with an agenda of items to be discussed, and the relevant papers and materials for the Meeting concerned shall be circulated to all Members and any other person required to attend, with reasonable notice, before the date of the Meeting. Supporting papers and relevant materials shall be in a form and quality as will enable the Members to make an informed decision on the matters placed before them.

除另有協定外，各份確認地點、時間和日期的會議通知，連同將予討論的議程項目以及相關文件及資料須在會議日前以合理時間的通知轉交委員會各成員及任何被要求出席會議的人士。補充文件及有關資料之形式及質素須促使各成員得以就會議前提出之事項作出合適的決定。

8. Authority 授權

8.1 The Committee should be provided with sufficient resources to perform its duties.
委員會應獲提供充足資源以履行其職責。

8.2 The Committee is authorised by the Board:

委員會獲董事局授權：

(a) to investigate any matter within its Terms and seek any information it requires from any employee in order to perform its duties and all employees are directed to co-operate with any such request by the Committee; and
調查涉及其職權範圍的任何事項，並向任何僱員索取任何所需資料以履行其職權及所有僱員被指示按委員會之要求與其合作；及

(b) to obtain, at the Company's expense, outside independent legal or other professional advice on any matter within its Terms and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary to perform its responsibilities.

就其職權範圍的任何事項向外界尋求獨立法律或其他專業意見，並於有必要時邀請具備相關經驗及專業知識之外界人士出席，費用由本公司承擔。

9. Minutes of Meetings 會議記錄

9.1 The Secretary shall cause minutes to be made of all proceedings and resolutions of the Committee including recording the names of those present and in attendance at the Meetings.

秘書須記錄委員會所有會議程序和決議，包括出席者和列席者姓名。

9.2 The Secretary shall ascertain, at the beginning of each Meeting, the existence of any conflicts of interest and minute them accordingly.

秘書須在各會議開始時查明是否存在任何利益沖突並據此載入會議記錄內。

9.3 Minutes of the Meetings shall record in sufficient detail the matters considered by the Members and decisions reached, including any concerns raised by any of the Members and any dissenting views expressed.

各會議記錄應對會議上各成員所考慮事項及達致的決定作足夠詳細的記錄，其中應該包括任何成員提出的疑慮或表達的反對意見。

9.4 Full minutes of Meetings should be kept by the Secretary. Draft and final versions of minutes of the Meetings should be sent to all Members for their comments and records within a reasonable time after the Meeting.

秘書應保存完整會議記錄。會議記錄的初稿及最後定稿應在會議後一段合理時間內先後發送各成員，供彼等表達意見及記錄之用。

10. Annual General Meeting 股東周年大會

The Chairman or in his/her absence, another Member or failing that his/her duly appointed delegate shall attend the annual general meeting of the Company so as to be available to answer questions from shareholders on matters within the scope of duties of the Committee.

主席或（如主席缺席）另一成員或如其未能出席則為其正式委任代表須出席本公司股東周年大會，以就委員會職責範圍內的事項回答股東的提問。

11. Duties 職責

The duties of the Committee shall include the following:

委員會的職責須包括下列事項：

(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 such 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該等薪酬政策，向董事局提出建議；

- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives resolved by the Board from time to time and other measures of performance;
按董事局不時議決通過所訂的企業方針和目標以及其他衡量表現的方法而檢討及批准管理層的薪酬建議;
- (c) to determine with delegated responsibility, the remuneration packages of individual executive Directors and Senior Management. This should include benefits in kind, pension rights (or its equivalent, where appropriate) and compensation payments, including any compensation payable for loss or termination of their office or appointment;
獲董事局轉授責任釐定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（或其相等權利，如適當）或及賠償金額（包括喪失職務或委任等的賠償）;
- (d) 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局提出建議;
- (e) 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、以及本公司及其附屬公司內其他職位的僱用條件;
- (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;

- (g) 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；
- (h) to ensure that no Director or any of his/her associates is involved in deciding that Director's own remuneration;
確保任何董事或其任何聯繫人不得參與釐訂定該董事的薪酬；
- (i) to consult with the chairman of the Board and/or vice chairman of the Board (as may appropriate) about the Committee's remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary;
就委員會對其他執行董事的薪酬方案，諮詢董事局主席及／或董事局副主席（按情況而定）。如有需要，薪酬委員會應可尋求獨立專業意見；
- (j) to form a view in respect of service contracts that require shareholders' approval and advise shareholders (other than shareholders who are Directors with material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders on how to vote. An independent non-executive Director who has material interest in any such contracts shall not attend the Meeting at which such service contract is considered;
對須經股東批准的服務合約發表意見，告知股東有關條款是否公平合理，就有關合約是否符合本公司及其股東整體利益提出意見，並就股東（身份是董事並在該等服務合約中有重大利益的股東及其聯繫人者除外）該如何表決而提出意見。如獨立非執行董事在任何該等合約中有重大利益，則該名董事不得參與相關會議；

- (k) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and
審閱及 / 或批准香港聯合交易所有限公司證券之上市規則(「《上市規則》」)第十七章所述有關股份計劃的事宜；及
- (l) to comply with any rules, instructions and regulations prescribed by the Board, contained in the Bye-laws or specified by the applicable law and regulation.
遵守由董事局或細則內或受法例及規例規定的任何規則、指示和條例。

12. **Reporting Procedures 匯報方式**

- 12.1 The Committee shall report to the Board on its decisions or recommendations after each Meeting on all matters within its duties and responsibilities unless there are legal or regulatory restrictions on the Committee’s ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會須在各會議後，向董事局匯報涉及其職責和責任之事項的決定和推薦意見，除非委員會的匯報能力受到法律或監管限制(例如因監管要求而限制披露)。

- 12.2 The Committee shall make recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is needed.

委員會須就其職權範圍內需要採取行動或改善的任何範疇，向董事局提出其認為適當的推薦意見。

- 12.3 The Company will disclose details of any remuneration payable to members of Senior Management in its annual report in accordance with the Listing Rules as well as such applicable legal and regulatory requirements.

因應《上市規則》、該適用的法律及監管要求，本公司須在其年報內按薪酬等級披露高級管理人員的酬金詳情。

13. Further amendments and availability of the Terms 修訂及提供職權範圍

13.1 The Committee shall from time to time review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

委員會須不時檢討其本身的表現、組成和職權範圍，確保以最高效率運作並推薦其認為必要的更改供董事局批准。

13.2 The Terms may be reviewed by the Board from time to time taking into consideration the operations of the Committee, its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.

職權範圍可不時由董事局審閱，並考慮委員會的運作及其對本公司管治的貢獻以及《上市規則》的任何修訂。

13.3 The Committee shall make available these Terms by including them on the respective websites of Hong Kong Exchange and Clearing Limited and of the Company.

委員會須在香港交易及結算所有限公司網站及本公司網站公開其職權範圍。

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

注：如本文件的英文及中文版本有任何差異，概以英文版本為準。

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Third version amended and adopted by the Board on 27 March 2023

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*** THE END ***