

FLYING FINANCIAL SERVICE HOLDINGS LIMITED
汇联金融服务控股有限公司

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

FLYING FINANCIAL SERVICE HOLDINGS LIMITED
汇联金融服务控股有限公司
(the “Company” and “本公司”)

Terms of reference of the Remuneration Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
董事会(“董事会”)薪酬委员会(“委员会”)
权责范围

(中文本为翻译稿，仅供参考用)

1. Constitution

组成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 20 December 2011.

本委员会是按本公司董事会于 2011 年 12 月 20 日会议通过成立的。

2. Membership

成员

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 of the Company. The initial members of the Committee are Mr. Ji Dong, Mr. Zhang Gongjun and Mr. Peng Zuohao.

委员会成员由董事会从董事会成员中挑选，委员会人数最少 3 名，而大部份之成员须为本公司的独立非执行董事。委员会的创会成员为纪东先生、张公俊先生及彭作豪先生。

2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. Mr. Ji Dong is the first Chairman.

委员会主席由董事会委任，并由独立非执行董事出任。纪东先生担任为首任主席。

2.3 The company secretary of the Company shall be the secretary of the Committee.

本公司的公司秘书为委员会的秘书。

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.

经董事会及委员会分别通过决议，方可委任额外的委员会的成员、更替或罢免委员会的成员或秘书。

3. Proceedings of the Committee

3.1 *Notice:*

- (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.

(Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraph A.1.3 of Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"))

- (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 email or by facsimile transmission at the telephone or facsimile or address or email 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.

会议程序

会议通知：

- (a) 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。

(根据香港联合交易所有限公司创业板上市规则(“**创业板上市规则**”)附录十五第 A1.3 段的规定，在切实可行的范围内，召开委员会定期会议应发出至少 14 天通知)

- (b) 任何委员会成员或委员会秘书(应董事的请求时)可于任何时候召集董事会议。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、传真或其他委员会成员不时议定的方式发出予各委员会成员不时通知秘书的电话或传真号码或电邮地址或邮寄地址。
- (c) 以口头通知方式召开的会议，应尽快(及在会议召开前)以书面方式确实。

- (d) Notice of meeting shall state the 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 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).
- (d) 召开会议的成员或秘书必须说明开会目的、开会时间、地点、议程及提供有关文件予各成员及秘书参阅。文件应与议程一起送出，而议程应于会议通告(或确认会议通告的函)一并发出。第 3.3 条所述委员会定期会议的议程及有关文件应全部及时送交委员会全体成员，尽至少在计划举行委员会会议日期的最少三天前(或经委员会全体成员协定的其他时间内)送出。委员会其他所有会议在切实可行的情况下亦应采纳以上安排。
- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.
- 法定人数为两位成员，而大部份出席的成员须为独立非执行董事。
- 3.3 **Frequency:** 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.
- 每年最少开会一次，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。
- 3.4 No Committee member may vote on any resolution of the Committee regarding his own remuneration.
- 委员会成员不能就有关其本身的薪酬决议上投票。
- 3.5 Written resolutions may be passed by all Committee members in writing.
- 委员会成员可以以书面赞成方式通过任何决议，惟所有委员会成员必须签字。
- 4. Overriding principles**
- 首要的基本规则**
- 4.1 Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but companies should avoid paying more than is necessary for this purpose.
- 所定的薪酬的水平应足以吸引及挽留公司成功营运所需的一众董事，但公司应避免为此支付过多的酬金。
- 4.2 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。

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.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

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 Group's human resources department for any changes to the proposed terms of such contract ;
- (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 purposes of removing any Director and to dismiss 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 cost 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 have access to sufficient resources in order to perform its duties;
- (f) 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

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。

委任代表

委员会成员不能委任代表。

委员会的权力

委员会可以行使以下权力：

- (a) 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集团的人力资源部门就变更该等合同的条款提出建议;
- (b) 考虑尽就执行董事及其他高级管理人员的薪酬、奖金及福利等建议，提供意见;
- (c) 在有证据显示本集团董事及其他雇员失职时，要求董事会召开股东大会(如有需要)罢免有关人员的职务；
- (d) 如委员会觉得有需要，可就涉及本职权范围的事宜运用本公司资金向有相关经验及专业才能的独立第三方寻求独立法律及其他专业意见；
- (e) 可取得足够资源以履行其职务;
- (f) 每年检讨本职权范围及其有效性，如委员会觉得有需要，可向董事会提供修改建议及

- (g) 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.
7. **Duties**
- 7.1 The duties of the Committee shall be:
- (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;
- (b) to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives;
- (c) to make recommendations to the board on the remuneration packages of individual executive directors and senior management, which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (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;
- (g) 为使委员会能恰当地执行其于第七章项下的责任，其认为有需要及有益的权力。
- 委员会应获供给充足资源以履行其职责。
- 薪酬委员会的责任**
- 薪酬委员会负责履行以下责任：
- (a) 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；
- (b) 因应董事会所订企业方针及目标而检讨及批准管理层的薪酬建议；
- (c) 向董事会建议个别执行董事及高级管理人员的薪酬待遇，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)；
- (d) 就非执行董事的薪酬向董事会提出建议；
- (e) 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；
- (f) 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；

- (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; and
- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

8. Reporting procedures

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 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 within a reasonable time after the meeting or before the passing of the written resolutions.
- 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.

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.

10. Continuing application of the articles of association of the Company

- (g) 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。及
- (h) 确保任何董事或其任何联系人不得参与厘定他自己的薪酬。

会议纪录及书面决议的传阅

委员会的完整会议纪录及书面决议应由委员会秘书保存。

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，把委员会会议纪录或书面决议(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)。

委员会秘书应将各财政年度委员会举行的会议之会议纪录及个别成员出席纪录备存于本公司。

委员会的主席，或在委员会主席缺席时由另一名委员(或如该名委员未能出席，则其适当委任的代表)应出席股东周年大会，并就委员会的活动及其职责在股东周年大会上回应问题。

本公司组织章程的持续适用

10.1 The articles of association 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。

11. Powers of the Board

董事会权力

11.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Code on Corporate Governance Practices set out in Appendix 15 to the GEM 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及联交所创业板上市规则的前提下(包括联交所创业板上市规则之附录十五《企业管治常规守则》或公司自行制定的企业管治常规守则(如被采用)),随时修订、补充及废除,惟有关修订、补充及废除,尽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。

12. Publication of the terms of reference of the Committee

委员会职权范围的刊登

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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

委员会应在本公司的网站及香港联合交易所有限公司创业板的网站公开其职权范围,解释其角色及董事会转授予其的权力。

Adopted on 20 December 2011
于 2011 年 12 月 20 日采纳