SPARKLE ROLL GROUP LIMITED

耀萊集團有限公司*

Terms of reference of
the Remuneration Committee of the Board of Directors
董事會薪酬委員會職權範圍

(revised and effective from 21 November 2011)

(經修訂及由2011年11月21日起生效)

* *僅供識別*

SPARKLE ROLL GROUP LIMITED
耀萊集團有限公司*
(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
本公司董事會(「董事會」)薪酬委員會(「委員會」)職權範圍

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 24 March 2005.

1. 組成

1.1 委員會乃按於董事會在2005年3月24日舉行之會議上通過之決議案成立。

2. Membership

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.

2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.

2.3 The secretary of the Committee shall be appointed by the Board.

2.4 The appointment of the members 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.

2. 成員

2.1 委員會成員由董事會從董事會成員中委任,委員會人數須不少於3名,而大部份成員須為本公司之獨立非執行董事。

2.2 委員會主席由董事會委任一名獨立非執行董事擔任。

2.3 委員會之秘書由董事會委任。

2.4 經董事會及委員會分別通過決議案,方可撤銷委員會成員之任命或委任額外委員會成員。

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.

3. 委員會之會議程序

3.1 ***通知:***

(a) 除非經委員會全體成員(口頭或書面)另行同意,否則召開委員會會議須發出最少七天通知。

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(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.

(b) 委員會成員或委員會秘書(應委員會成員要求時)可於任何時候召集委員會會議。會議通告必須親身以口頭或以書面形式或以電話、電子郵件、傳真發送至各委員會成員不時通知秘書的電話或傳真號碼或地址或電郵地址或以各委員會成員可能不時決定的其他方式向各委員會成員發出。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) 以口頭通知方式召開的會議,應在切實可行情況下盡快(及於會議召開前)以書面方式確實。

(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.

(d) 會議通知必須說明會議舉行時間及地點,並須隨附議程連同就該會議而言可能須經委員會成員考慮之其他文件。

3.2 ***Quorum:*** The quorum of the Committee meeting shall be three members of the Committee and a majority of which shall be the independent non-executive directors.

3.2 ***法定人數:***委員會會議之法定人數為三位委員會成員,而彼等大部份須為獨立非執行董事。

3.3 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.

3.3 委員會每年最少舉行一次會議,以制訂有關執行董事薪酬之政策及釐訂全體董事之薪酬待遇。

4. Overriding principles

4. 凌駕性原則

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.

4.1 薪酬水平應足以吸引及挽留公司成功營運所需之一眾董事,惟公司應避免為此支付過多酬金。

4.2 No director should be involved in deciding his own remuneration.

4.2 董事一概不應參與訂定本身之薪酬。

4.3 The Committee should consult the chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.

4.3 委員會應就其他執行董事之薪酬建議諮詢主席及/或行政總裁,如認為有需要,亦可尋求專業意見。

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 Company'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 obtain outside legal or other independent professional advice to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;

(d) 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 discharge its duties.

5. 委員會成員之替任代表

5.1 委員會成員不能委任任何替任代表。

6. 委員會之權限

6.1 委員會可以行使以下權力：

(a) 於與任何董事或高級管理人員訂立任何服務合同前審閱任何有關建議合同，及就更改有關合同之任何擬訂條款向本公司之人力資源部門提出推薦建議；

(b) 就執行董事及高級管理人員之薪酬、獎金及福利提出推薦建議；

(c) 尋求外部法律或其他獨立專業意見及於委員會認為有需要時邀請具備相關經驗及專業知識之外界人士出席委員會會議；

(d) 為使委員會能恰當地履行其於下文第七節下之職責而行使其可能認為必要及合宜之權力。

6.2 委員會應獲提供充足資源以履行其職責。

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 remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

(b) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

(c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

(d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;

(e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and

(f) to ensure that no director or any of his associates is involved in deciding his own remuneration.

7. 職責

7.1 委員會之職責如下：

(a) 就本公司董事及高級管理人員之全體薪酬政策及架構及就設立正規而具透明度之程序制訂此等薪酬政策而向董事會提出推薦建議;

(b) 獲董事會轉授職責，以釐定全體執行董事及高級管理人員之特定薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括就喪失或終止職務或委任應付之任何賠償），並就非執行董事之薪酬向董事會提出推薦建議。委員會應考慮之因素包括可資比較公司支付之薪金、董事須付出之時間及承擔之責任、集團內其他職位之僱用條件及是否應按表現釐定薪酬等；

(c) 參照董事會不時議決公司目標及目的檢討及批准按表現釐定之薪酬；

(d) 檢討及批准就喪失或終止職務或委任應付執行董事及高級管理人員之賠償，以確保該等賠償乃按有關合約條款釐定，或有關賠償就本公司而言乃屬公平且不會過多；

(e) 檢討及批准因董事行為失當而被解僱或罷免所涉及之賠償安排，以確保該等安排乃按有關合約條款釐定，或任何賠償款項乃屬合理及適當；及

(f) 確保董事或其任何聯繫人不得參與訂定本身之薪酬。

8. Reporting procedures

8.1 Full minutes of the meetings of the Committee should be kept by the secretary.

8.2 Draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

9. Continuing application of the bye-laws of the Company

9.1 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.

10. Powers of the Board

10.1 The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules (including the Code on Corporate Governance Practices set out in Appendix 14 to the 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.

11. The English text of this terms of reference will prevail over the Chinese text in case of any inconsistency.

(revised and effective 21 November 2011)

8. 報告程序

8.1 秘書須保存各委員會會議之完整會議紀錄。

8.2 秘書應於委員會會議結束後之合理時段內，將會議紀錄或書面決議案（視乎情況而定）之初稿及最後定稿發送予委員會全體成員，分別供各委員表達意見及作為記錄。

9. 本公司之公司細則之持續應用

9.1 倘在可予適用之範圍內及未以本職權範圍內之條文所取代，則本公司之公司細則中監管董事會議及會議程序之條文亦適用於委員會之會議及會議程序。

10. 董事會權力

10.1 在符合本公司之公司細則及上市規則之前提下（包括上市規則附錄十四所載之《企業管治常規守則》或本公司自行制定之企業管治常規守則（倘本公司有採納）），董事會可修訂、補充及廢除本職權範圍及經委員會通過之任何決議案，惟修訂及廢除本職權範圍及經委員會通過之決議案，不得導致在有關職權範圍或決議案未有修訂或廢除時應為有效之任何過往作為及決議案變為無效。

11. 若此職權範圍的中文與英文版不一致，一切以英文版為準。

（經修訂及由2011年11月21日起生效）