

# **KADER HOLDINGS COMPANY LIMITED**

## **REMUNERATION COMMITTEE TERMS OF REFERENCE**

The Board of Directors (the “Board”) of Kader Holdings Company Limited (the “Company”) hereby constitutes and establishes a remuneration committee (the “Committee”) with authority, responsibilities and duties as described below.

### **Membership**

The members of the Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall consist of not less than three members and a majority of whom should be independent non-executive directors. A quorum shall be two members and one of whom must be independent non-executive directors. The Chairman of the Committee shall be appointed by the Board and must be an independent non-executive director.

### **Authority**

The Committee is authorized by the Board to deal with any activity within its terms of reference. The Committee shall consult the Chairman and/or the Managing Director of the Company about their remuneration proposals for other executive directors and is authorized by the Board to obtain outside legal or other independent professional advice if necessary. The Company shall provide the Committee with sufficient resources to perform its duties.

### **Meetings**

The Committee shall meet at least once a year. Additional meetings should be held as the Committee deems fit.

### **Annual General Meeting**

The Committee Chairman, 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 respond to any shareholder’s questions on the Remuneration Committee’s activities.

### **Reporting and Minutes**

The Committee shall report to the Board on their recommendations and/or decisions.

The Company Secretary of the Company shall be the secretary of the Committee and prepare minutes of the meeting of the Committee and send the same to all members of the Committee for their comments within a reasonable time after the meeting. Upon receipt of the comments (if any) from members of the Committee, the secretary of the Committee shall finalize the minutes and send the same within a reasonable time to every member of the Committee and to all other members of the Board for their records.

## **Duties**

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 determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management. The remuneration package 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) 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;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (i) 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.

Adopted on : 12th April 2005

Updated on : 29th March 2012

Updated on : 27th March 2024

# 開達集團有限公司

## 薪酬委員會 職權範圍

開達集團有限公司(「本公司」)董事會(「董事會」)謹此成立薪酬委員會(「委員會」)，其授權、責任及職權載於下文。

### 成員

委員會成員須由董事會於本公司董事中委任。委員會須由不少於三名成員組成，並以獨立非執行董事佔大多數。法定人數須為兩名成員，其中一人必須為獨立非執行董事。委員會主席須由董事會委任，且必須為獨立非執行董事。

### 授權

委員會獲董事會授權處理其職權範圍內的任何事務。委員會須就其他執行董事作出的薪酬建議諮詢本公司主席及/或董事總經理，並獲董事會授權可於有需要時向外尋求法律或其他獨立專業意見。本公司會向委員會提供充足資源以使其履行職責。

### 會議

委員會須至少每年舉行一次會議。亦可於委員會視為適當時舉行額外會議。

### 股東週年大會

委員會主席或(倘缺席)委員會另一成員或(倘未克出席)獲其正式委任的代表須出席本公司股東週年大會，並準備回應任何股東就薪酬委員會的事務所作出的提問。

### 滙報及會議紀錄

委員會須向董事會滙報其建議及/或決定。

委員會秘書由本公司的公司秘書擔任，以製備委員會的會議紀錄，並在會議後合理時間內送交全體委員會成員以供審閱。當收到委員會成員的意見(如有)後，委員會秘書須定稿並在合理時間內送交每名委員會成員及董事會所有其他成員以供存檔。

## 職責

委員會的職責包括：

- (a) 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薪酬政策，向董事會提出建議；
- (b) 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；
- (c) 獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇。而這些薪酬待遇包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)；
- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；
- (f) 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) 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) 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬；及
- (i) 審閱及/或批准香港聯合交易所有限公司證券上市規則第十七章所述有關股份計劃的事宜。

於二零零五年四月十二日採納

於二零一二年三月二十九日更新

於二零二四年三月二十七日更新