

SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED
(舜宇光學科技(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

SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED
(舜宇光學科技(集團)有限公司)
(“Company”「公司」)

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

董事會(「董事會」)薪酬委員會(「委員會」)職權範圍

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| 1 | <u>Adoption of the Terms of Reference</u> | <u>採納職權範圍</u> |
| | <p>These terms of reference of the Committee were adopted pursuant to a resolution passed by the Board at its meeting held on 22 December 2011.</p> | <p>本委員會職權範圍是按本公司董事會於二零一一年十二月二十二日會議通過的決議採納立的。</p> |
| 2 | <u>Membership</u> | <u>成員</u> |
| 2.1 | <p>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, a majority of which shall be independent non-executive directors of the Company.</p> | <p>委員會成員由董事會從董事會成員中挑選，委員會人數至少三名，而大部分之成員須為本公司的獨立非執行董事。</p> |
| 2.2 | <p>The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.</p> | <p>委員會主席由董事會委任及必須是一名獨立非執行董事。</p> |
| 2.3 | <p>The secretary of the Committee shall be appointed by the Board.</p> | <p>委員會秘書由董事會委任。</p> |
| 2.4 | <p>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.</p> | <p>經董事會通過決議，方可委任額外的委員會的成員或罷免委員會的成員或秘書。</p> |
| 2.5 | <p>Only members of the Committee have the right to attend Committee meetings. Other individuals such as the chairman of the Board, and head of human resources, may be invited to attend all or part of any meetings as and when appropriate.</p> | <p>只有委員會成員才有權參加委員會的會議。其它人員如董事會主席，人力資源經理可在適當的情況下被邀請參加委員會各項或部分會議。</p> |

3 Proceedings of the Committee

會議程序

3.1 *Notice:*

會議通知：

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。
- (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 telex or telegram or facsimile transmission at the telephone number or facsimile number or 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. 任何委員會成員或委員會秘書（應董事的請求時）可於任何時候召集委員會會議。召開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、傳真或其他委員會成員不時議定的方式發出予各委員會成員（以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準）。
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting. 以口頭通知方式召開的會議，應儘快（及在會議召開前）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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable in 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). 會議通告必須說明開會目的、開會時間及地點並附以議程及連同委員會成員就會議目的或需要參閱的其他文件。第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的最少三天前（或協定的其他時間內）送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

- 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-exclusive directors. **法定人數：**會議法定人數為兩位成員，而大部分出席的成員須為獨立非執行董事。
- 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. **次數：**每年最少開會一次，以制訂有關執行董事酬金的政策及厘訂各董事的薪酬待遇。
- 3.4 Participation:** Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. **參與：**成員可以以電話會議或其它形式參加委員會會議，但所有參加會議的人員應能相互清晰聽到。
- 3.5 Written Resolutions:** Written resolutions may be passed by all Committee members in writing. **書面決議：**委員會成員可以以書面方式通過任何決議，惟所有委員會成員必須書面同意。
- 3.6** Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present. 任何委員會會議決議都必須由參加會議的多數成員投票贊成通過。
- 3.7** No Committee member may vote on any resolution of the Committee regarding his own remuneration. 委員會成員不能就有關其本身的薪酬在決議上投票。
- 4 Overriding principles** **首要的基本規則**
- 4.1** Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but the Company should avoid paying more than is necessary for this purpose. 所定的薪酬的水平應足以吸引及挽留公司成功營運所需的一眾董事，但公司應避免為此支付過多的酬金。
- 4.2** No director should be involved in deciding his own remuneration. 任何董事不得參與訂定本身的酬金。
- 4.3** The Committee should consult the chairman and/or chief executive about their remuneration proposals or the other executive directors. The Committee should and have access to independent professional advice if necessary. 委員會應就其本身及其他執行董事的薪酬建議諮詢主席及／或行政總裁。如有需要，委員會應可尋求獨立專業意見。

5 Alternate Committee members

委任代表

A Committee member may not appoint any alternate.

委員會成員不能委任代表。

6 Authority of the Committee

委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

(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;

在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向本公司的人力資源部門就變更該等合同的條款提出建議；

(b) to determine with delegated responsibility from the Board remuneration packages of individual executive directors and senior management or to make recommendations to the Board on the remuneration packages, bonuses and welfare benefits of individual executive directors and senior management;

獲董事會轉授責任厘定個別執行董事及高級管理人員的特定薪酬待遇，或就個別執行董事及其他高級管理人員的薪酬、獎金及福利等向董事會提出建議；

(c) to request the Board to convene a shareholders' meeting for purposes of revoking the appointment of any director and to dismiss any employee if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;

在有證據顯示有關人員失職時，要求董事會召開股東大會罷免本集團任何董事及／或其他僱員的職務；

(d) to obtain outside independent legal or other independent professional advice at the cost of the Company on any matters within these terms of reference and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;

可就涉及本職權範圍的事宜向外界尋求獨立法律及其他獨立專業意見；如委員會覺得有需要，可邀請具相關經驗及專業才能的外界人士出席委員會會議，前述費用均由本公司承擔；

(e) to have access to sufficient resources in order to perform its duties;

可取得足夠資源以履行其職務；

(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

每年檢討本職權範圍及其有效性，如委員會覺得有需要，可向董事會提供修改建議；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.

為使委員會能合理地執行其於第七章項下的責任，執行其認為有需要及有益的權力。

6.2 The Committee should be provided with sufficient resources to perform its duties.

委員會應獲供給充足資源以履行其職責。

7 Duties

委員會的責任

The duties of the Committee shall be:

委員會負責履行以下責任：

(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;

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以制訂薪酬政策，向董事會提出建議；

(b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

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) where applicable, to determine with delegated responsibility, the remuneration packages of individual executive directors and senior management; or to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment;

(如適用) 獲董事會轉授責任，厘訂個別執行董事及高級管理人員的薪酬待遇或向董事會建議個別執行董事及高級管理人員的薪酬待遇；薪酬待遇應包括非金錢利益、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) 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會提出建議；

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| (e) | to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; | 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雇用條件； |
| (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支付那些與喪失或終止職務或委任有關的賠償，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，不會過多； |
| (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 that are otherwise reasonable and appropriate; and | 檢討及批准因董事行為失當而解雇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；及 |
| (h) | to ensure that no director or any of his associates is involved in deciding his own remuneration. | 確保任何董事或其任何連絡人不得自行厘訂薪酬。 |

8 Reporting procedures

會議紀錄及書面決議的傳閱

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| 8.1 | Full minutes of the Committee meetings and all written resolutions of the Committee should be kept by the secretary of the Committee. | 委員會的完整會議紀錄及書面決議應由委員會秘書保存。 |
| 8.2 | The secretary of the Committee shall circulate the draft and final version of minutes of the meetings of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comments and records respectively within a reasonable time after the meetings or before the passing of the written resolutions. | 委員會秘書應將委員會會議記錄的初稿及最後定稿或書面決議簽署前，在會議後或通過該書面決議後一段合理時間內先後發送委員會全體委員，初稿供成員表達意見，最後定稿作其紀錄之用。 |
| 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. | 委員會秘書應備存本公司各財政年度委員會舉行的會議紀錄及個別成員出席紀錄。 |
| 8.4 | The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. | 委員會主席應在每次會議後就其職責及責任範圍的所有事項正式向董事會作出報告。 |

9 Annual General Meeting

The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholders' questions on the Committee's activities.

10 Continuing application of the articles of association of the Company

The articles of association of the Company regulating the meetings and proceedings of the directors of the Company 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.

11 Powers of the Board

The Board may, subject to compliance with the articles of association 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 resolutions 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.

* *In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.*

週年大會

委員會主席應在盡可能允許的情況下參加公司週年大會，並準備回答股東有關委員會活動的問題。

本公司組織章程細則的持續適用

就前文未有作出規範，但本公司組織章程細則作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

董事會權力

本決議所有規則以及本委員會通過的任何決議，可以由董事會在不違反本公司的公司組織章程細則及上市規則（包括上市規則附錄十四《企業管治常規守則》，或本公司自行制定的企業管治常規守則）的前提下，隨時修訂、補充及廢除，惟有關修訂及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

* *如英文文本及中文文本有不一致的地方，概以英文文本為準。*