



**CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED**  
**中国三江精细化工有限公司**

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

**CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED**

**中国三江精细化工有限公司**

(the “Company” and “本公司”)

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

**本公司董事会(“董事会”)薪酬委员会(“委员会”)**

**权责范围及程序**

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**(中文本为翻译稿，仅供参考用)**

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| <b>1. <u>Constitution</u></b>   | <b><u>组成</u></b>   |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 24 August 2010.  | 本委员会是按本公司董事会于2010年8月24日会议通过成立的。  |
| <b>2. <u>Membership</u></b>   | <b><u>成员</u></b>   |
| 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.   | 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。                           |
| 2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.   | 委员会主席由董事会委任及必须由独立非执行董事担任。  |
| 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.  | 本公司的公司秘书为委员会的秘书。如委员会秘书缺席，出席的委员会将在他们当中选出秘书或委任其他人担任秘书                          |
| 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. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board. | 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。如该委员会成员不再是董事会的成员，该委员会成员的任命将自动撤销。 |

### 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. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

(Regular meetings should be called by, at least 14 days' notice: cf: paragraph A.1.3 of Appendix 14 to the Rules Governing the Listing of Securities ("**Listing Rules**") on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"))

- (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。不论通知期长短，委员会成员出席会议将构成放弃该通知，除非出席会议的委员会成员在会议开始之时，以会议还没有得到正确的召开为理由为目的，出席以表达反对会议处理任何事项。

(根据香港联合交易所有限公司证券(“**联交所**”)上市规则(“**上市规则**”)附录十四第A1.3段的规定，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(应委员会成员的请求时)可于任何时候召集委员会会议。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(以该成员不时通知秘书的电话号码、传真号码、地址或电子邮箱地址为准)。
- (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 purpose, 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) 会议通告必须说明开会目的、开会时间、地点、议程及提供有关文件予各成员及秘书参阅。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，并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它时间内)送出。委员会其它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 Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary.
- 所定的薪酬的水平应足以吸引及挽留董事管理好公司而又不致支付过多的酬金。
- 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 and have access to independent professional advice if necessary.
- 委员会应就其他执行董事的薪酬建议谘询主席及/或行政总裁，如有需要，委员会应可寻求独立专业意见。
- 5. Alternate Committee members**
- 委任代表**

5.1 A Committee member may not appoint any alternate.

委员会成员不能委任代表。

## 6. Authority of the Committee

## 委员会的权力

6.1 The Committee may exercise the following powers:

委员会可以行使以下权力：

(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 ;

(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公司的人力资源部门就变更该等合同的条款提出建议；

(b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;

(b) 考虑并就执行董事及其它高级管理人员的薪酬、奖金及福利等建议，提供意见；

(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;

(c) 在有证据显示本集团董事及其它雇员失职时，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) 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;

(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独立第三方寻求独立专业意见及促使具备相关经验及专业才能的外界人士列席会议；

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

(e) 可取得足够资源以履行其职务；

(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

(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.

(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。

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

委员会应获供给充足资源以履行其职责。

## 7. Duties

## 薪酬委员会的责任

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 include 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 salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (d) 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;
- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with relevant contractual terms and are otherwise reasonable and appropriate; and
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration.

**8. Minutes and records**

- 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.

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；
- (b) 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)，就非执行董事的薪酬向董事会提出建议。委员会应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；
- (d) 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；
- (e) 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
- (f) 确保任何董事或其任何联系人不得参与厘订他自己的薪酬。

**会议纪要**

委员会的完整会议纪要及书面决议应由委员会秘书保存。

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.

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)。

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.

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

## 9. **Annual general meeting**

## **股东周年大会**

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.

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。

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

## **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 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.

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上市规则的前提下(包括联交所上市规则之附录十四《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，并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. **Reporting procedure**

The secretary of the Committee shall circulate the minutes of Committee meetings, reports of the Committee and relevant information to all directors of the Company unless there are legal or regulatory restrictions to do so.

**汇报程序**

除非有法律或法规限制，委员会秘书应将委员会会议记录、委员会的报告及有关资料向本公司所有董事传阅。

13. **Publication of the terms of reference of the Committee**

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 Stock Exchange.

**委员会职权范围的刊登**

委员会应在本公司的网站及联交所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 24 August 2010 and revised on 12 March 2012.  
於 2010 年 8 月 24 日採納，並於 2012 年 3 月 12 日修訂。