

**Jiangsu Innovative Ecological New Materials Limited**  
**江蘇創新環保新材料有限公司**

**董事會薪酬委員會職權範圍**

**Terms of reference of  
the Remuneration Committee of the Board of Directors**

**(Adopted pursuant to a resolution passed by the board of directors of  
the Company dated 11 March, 2018)**

**(根據於二零一八年三月十一日通過的  
本公司董事會決議案予以採納)**



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**Jiangsu Innovative Ecological New Materials Limited**  
**江蘇創新環保新材料有限公司**

(“Company” and「本公司」)

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**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」)**  
**權責範圍**

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(The Chinese translation is for reference  
only, the English version shall prevail)

(中文本為翻譯稿，僅供參考用，  
概以英文版本為準)

**1. Constitution**

**組成**

1.1 The Committee is established pursuant to a resolution passed by the Board on 11 March 2018.

本委員會是按本公司董事會於2018年3月11日通過的決議成立的。

**2. Membership**

**成員**

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 (unless the Board determines otherwise), a majority of whom should be independent non-executive directors of the Company.

委員會成員由董事會從董事會成員中挑選，委員會人數最少3名(董事會對人數另有決定除外)，而大部份之委員會成員須為本公司的獨立非執行董事。

- 2.2 The chairman of the Committee shall be an independent non-executive director and shall be appointed by the Board. 委員會主席由獨立非執行董事擔任及由董事會委任。
- 2.3 The company secretary of the Company or other person appointed by the Committee shall be the secretary of the Committee. The appointment of the secretary of the Committee may be revoked or replaced by resolutions passed by the Committee. 本公司的公司秘書或獲委員會委任為秘書的其他人士為委員會的秘書。委員會可通過決議罷免或替換委員會秘書。
- 2.4 The appointment of the members of the Committee may be revoked or replaced, or additional members may be appointed to the Committee, by resolutions passed by the Board. 董事會通過決議，可罷免或替換委員會成員，或委任額外的委員會成員。

### **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 (either orally or in writing), a meeting shall be called by at least seven days' notice. (a) 除非委員會全體成員(口頭或書面)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 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) 任何委員會成員可於任何時候召集委員會會議，而委員會秘書須應任何委員會成員的請求召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件或傳真方式或委員會成員不時議定的其他方式發出予各委員會成員不時通知委員會秘書的電話或傳真號碼或電郵地址或郵寄地址。
- (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，應儘快（及在會議召開前）以書面方式確認。

- (d) Notice of meeting (or notice of confirmation 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) 召開會議的通告(或確認會議通告的函)必須說明開會目的、開會時間、地點、議程及連同有關文件予委員會各成員參閱。有關文件應與議程一起送出，而議程應與會議通告(或確認會議通告的函)一併發出。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(或委員會全體成員同意的其它時間內)送出。委員會其它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.

**法定人數：**委員會會議法定人數為兩位委員會成員。

- 3.3 **Frequency:** Meetings shall be held at least once every year. **開會次數：**每年最少開會一次。
- 3.4 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決議上投票。
- 3.5 Written resolutions may be passed by all Committee members in writing. 委員會成員可以以書面方式通過任何決議。

#### **4. Overriding principles**

#### **首要的基本規則**

- 4.1 Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary. 所定的薪酬的水平應足以吸引及挽留董事管好公司營運，而又不致支付過多的酬金。
- 4.2 No director shall be involved in deciding his own remuneration. 任何董事不得參與訂定本身的薪酬。
- 4.3 The Committee should consult the chairman and/or chief executive officer about their proposals relating to the remuneration for other executive directors and have access to independent professional advice if considered necessary. 委員會應就其他執行董事的薪酬建議諮詢主席及／或行政總裁，如認為有需要，亦可索取獨立的專業意見。

#### **5. Alternate Committee members**

#### **委任代表**

- 5.1 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 Board for any changes to the proposed terms of such contract;
- (a) 在簽訂有關合同前，審閱所有擬與任何候任董事或高級管理人員簽訂的服務合同，及向本公司的董事會就變更該等合同的條款提出建議；
- (b) to make recommendations to the Board regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
- (b) 考慮執行董事及其它高級管理人員的薪酬、獎金及福利並就此向董事會提出建議；
- (c) 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;
- (c) 如委員會認為有需要，可就涉及本職權範圍的事宜向外界尋求法律或其他獨立專業意見，費用由本公司承擔，並可邀請具備相關經驗及專業才能的外界人士出席委員會會議；
- (d) to have access to sufficient resources in order to perform its duties;
- (d) 可取得足夠資源以履行其務；

- (e) 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) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
- (e) 每年檢討本職權範圍及其對委員會履行其責任的有效性，如委員會覺得有需要，可向董事會提出修改建議；及
- (f) 為使委員會能恰當地履行其於第七章項下的責任，行使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**

## **薪酬委員會的責任**

7.1 The duties of the Committee shall be:

薪酬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's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (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) 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. This 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 responsibility 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 for the Company;
- (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) 向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、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) 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，賠償對本公司而言亦須公平合理，不致過多；

- (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 are otherwise reasonable and appropriate; and
- (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；及
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration.
- (h) 確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬。

## **8. Minutes and written resolutions**

## **會議紀錄及書面決議**

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee shall 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 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.
- 委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員(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.

委員會秘書應將各財政年度委員會舉行的所有會議的會議紀錄及個別委員會成員出席該財政年度舉行的會議之出席記錄(包括其姓名)存檔。

**9. Continuing application of the articles of association of the Company**

**本公司組織章程的持續適用**

9.1 Unless the Board determines otherwise, 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.

除非董事會另有決定，就前文未有作出規範，但本公司章程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及其程序。

## **10. Powers of the Board**

10.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) (including the Corporate Governance Code and Corporate Governance Report 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 amendment or supplement to and revocation of these terms of reference or 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, supplemented or revoked.

## **董事會權力**

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及香港聯合交易所有限公司證券上市規則（「上市規則」）的前提下（包括上市規則之附錄十四《企業管治守則》及《企業管治報告》或本公司自行制定的企業管治常規守則（如被採用）），隨時修訂、補充及廢除，惟有關修訂、補充及廢除，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已採取的行動的有效性。

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