

Expert Systems Holdings Limited
思博系統控股有限公司

董事會薪酬委員會權責範圍及程序
Terms of reference of
the Remuneration Committee of the Board of Directors

Expert Systems Holdings Limited
思博系統控股有限公司

(“Company”)(“本公司”)

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

董事會(“董事會”)薪酬委員會(“薪委會”)
權責範圍及程序

首次採納日期: 2016年3月15日
First adoption dated: 15 March 2016

修訂日期: 2020年4月29日
Revised on: 29 April 2020

有效期至: 長期 (直至另行通知)
Validity: Continuous (until further notice)

1. Membership

成員

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5.34

1.1 The RC shall comprise not less than three members of the Board to be appointed by the Board, the majority of whom should be independent non-executive directors (“INEDs”). 薪委會成員由董事會從董事會成員中委任, 成員人數應不少於三位, 大多數成員應為獨立非執行董事。

GEM LR
5.34

1.2 The Board shall appoint the chairman of the RC who should be one of the INEDs sitting on the RC. In the absence of the chairman of the RC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. 薪委會主席由董事會委任, 此主席應為薪委會成員中的一位獨立非執行董事。如薪委會主席或副主席未能出席會議, 其他出席會議的成員應互選其中一人擔任主席。

- 1.3 Only members of the RC have the right to attend the RC meetings. However, any director, executive or other person may be invited to attend the meetings when the RC considers that their attendance can assist it to discharge its duties.
- 只有薪委會的成員方可出席薪委會之會議。然而,若薪委會認為任何董事、行政人員或其他人士可協助該會履行職責,則可邀請該等人士出席會議。

2. Frequency and proceedings of meetings

會議次數及程序

- 2.1 The RC shall meet at least once a year and at such other times as the chairman of the RC shall require.
- 薪委會應至少每年開會一次,並按薪委會主席要求的其他時間開會。
- 2.2 The quorum for meetings of the RC shall be two members. A duly convened meeting of the RC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the RC.
- 薪委會會議的法定人數應為兩名委員。正式召開而達到法定人數的薪委會會議有權履行薪委會獲賦予的一切或任何授權、權力和酌情權。
- 2.3 RC members may pass resolutions by way of written resolutions, but such must be passed by all RC members in writing.
- 薪委會成員可以書面決議方式通過任何決議,惟必須所有薪委會成員書面同意。

3. Secretary

秘書

- 3.1 The company secretary of the Company or his/her nominee shall act as the secretary of the RC.
- 公司秘書或其代理人應擔任薪委會秘書。

4. Notice of Meetings

會議通告

- 4.1 Meetings of the RC shall be convened by the chairman of the RC.
- 薪委會的會議應由薪委會主席召開。
- 4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the RC and any other person required to attend at least three working days before the intended meeting date.
- 除非另有協定,否則載有會議地點、時間、日期及載有會議議題之議程的通告,應於擬定開會日期之前最少三個工作天送交薪委會各成員及其他需要出席會議的人士。

- 4.3 Any RC member may or, on the request of a RC member, the secretary to the RC shall, at any time summon a RC meeting. Notice shall be given to each RC 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 RC member or in such other manner as the RC members may from time to time determine.
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

任何薪委會成員或薪委會秘書(應薪委會成員的請求時)可於任何時候召集薪委會會議。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、傳真或其他薪委會成員不時議定的方式發出予各薪委會成員(以該成員不時通知秘書的電話號碼、傳真號碼、位址或電子郵箱位址為準)。

任何口頭會議通知應在切實可行範圍內儘快及在會議召開前以書面方式確實。

5. Minutes of the Meetings

會議記錄

- 5.1 Minutes of the RC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Within a reasonable time after the meeting, (i) draft versions of minutes of the meetings should be sent to all RC members for their comment and records, and (ii) the final version of the minutes of the meetings should be sent to, all RC members and, unless there is a conflict of interest, to all other members of the Board for their information.
- 5.2 The secretary of the RC shall keep the minutes and resolutions passed at the RC meetings and such minutes and resolutions shall be open for inspection at any reasonable time on prior reasonable notice by any director save when there is a conflict of interest.

薪委會的會議記錄應詳細記錄會議上審議的事項及所作出的決定,包括會上提出的關注及相反意見。於會議完成後的一段合理時間內,(i)會議記錄的初稿應供薪委會所有成員傳閱,以供提出意見及作其他記錄之用,及(ii)會議記錄的最後定稿應供薪委會所有成員傳閱及若無利益衝突,亦應供董事會其餘全部成員傳閱,以供參考。

薪委會秘書應保存薪委會之會議記錄及通過決議案之文件。除非有利益衝突,否則任何董事可在提出合理事前通知後,於任何合理時間內查閱該等會議記錄及決議案。

GEM LR
App 15
A.1.5

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App 15
A.1.4

6. Annual General Meeting

股東周年大會

6.1 The chairman of the RC shall attend (or in his/her absence, appoint another member of the committee or failing this his/her duly appointed delegate, to attend) the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities and responsibilities of the RC.

薪委會主席應出席（若薪委會主席未克出席，則委任另一名委員出席；或如該名委員未能出席，則其適當委任的代表出席）本公司的股東周年大會，並準備回答股東有關薪委會事務及職責的問題。

7. Duties

責任

7.1 The RC shall:

薪委會應：

GEM LR
APP 15
B.1.2(a)

7.1.1 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制訂薪酬政策，向董事會提出建議；

GEM LR
APP 15
B.1.2(b)

7.1.2 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；

GEM LR
APP 15
B.1.2(c)

7.1.3 either (i) determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management;

以下兩者之一：(i) 獲董事會轉授責任厘定個別執行董事及高級管理人員的薪酬待遇；或 (ii) 向董事會建議個別董事及高級管理人員的薪酬待遇；

Note: This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

注：此應包括非金錢利益、退休金權利及償金額（包括喪失或終止職務或委任的賠償）

GEM LR
APP 15
B.1.2(d)

7.1.4 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；

GEM LR APP 15 B.1.2(e)	7.1.5 consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company or its subsidiaries;	考慮同類公司支付的薪酬、須付出的時間及職責以及公司及其附屬公司內其他職位的僱用條件；
GEM LR APP 15 B.1.2(f)	7.1.6 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；
GEM LR APP 15 B.1.2(g)	7.1.7 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;	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；
GEM LR APP 15 B.1.2(h)	7.1.8 ensure that no director or any of his/her associates is involved in deciding his/her own remuneration; and	確保任何董事或其任何連絡人不得參與厘定他/她自己的薪酬；及
GEM LR 5.35, APP 15 B.1.3	7.1.9 make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the respective websites of the GEM of The Stock Exchange of Hong Kong Limited and the Company	在香港聯合交易所有限公司GEM及本公司各自的網站公開其職權範圍，解釋薪委會的角色及董事會授予其的權力。
GEM LR APP 15 B.1.1	7.2 The RC should consult the chairman of the Board and/or chief executive officer about their remuneration proposals for other executive directors. The RC should have access to independent professional advice if necessary.	薪委會應就其他執行董事的薪酬建議諮詢董事會主席及/或行政總裁，如有需要，薪委會應可尋求獨立專業意見。

8. Reporting Responsibilities

報告責任

- 8.1 The RC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, unless there are legal or other regulatory restrictions on the RC's ability to do so.
- 除非另有法律或其他法規限制薪委會的職能外，薪委會每次開會後，薪委會主席應就薪委會在職責範圍內討論的一切事宜，向董事會提交正式的報告。

8.2 The RC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. 薪委會應就任何其職責範圍內之事宜而認為需要採取的行動或作出的改善，向董事會作出其認為合適的建議。

8.3 The RC shall provide to the Board all the information set out in paragraph L of Appendix 15 to the Listing Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited to enable the Company to prepare the corporate governance report in its annual report in compliance with such Appendix 15. 薪委會應向董事會提供香港聯合交易所有限公司GEM證券上市規則附錄15第L段所述的一切資料，方便公司在年報內編制企業管治報告，以符合該附錄15的規定。

9. **Authority**

權力

9.1 The RC is authorized to investigate any activity within its terms of reference and to seek any information it reasonably requires from any employee of the Company in order to perform its duties. 薪委會有權為履行職責調查任何在其權責範圍內之事宜而向本公司任何僱員合理地索取任何資料。

9.2 The RC may obtain, at the expense of the Company, legal or other professional advice on any matters within its terms of reference. 薪委會可就任何在其權責範圍內之事宜，尋求法律或其他專業意見，所需費用由本公司支付。

GEM LR
APP 15
B.1.4

9.3 The RC should be provided with sufficient resources to perform its duties. 薪委會應獲供給充足資源以履行其職責。

10. **Other**

其他

GEM LR
APP 15
B.1.9

10.1 The RC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. 薪委會應每年檢討其權責範圍、表現及組織章程，並將其認為必要之修改提交董事會審批。