



PACIFIC TEXTILES HOLDINGS LIMITED  
互太紡織控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

(Stock Code: 01382)

(股份代號: 01382)

## Remuneration Committee

### 薪酬委員會

## Terms of reference

### 職權範圍

**(adopted on April 27, 2007 and revised on March 15, 2012)**

**(採用於 2007 年 4 月 27 日與修訂於 2012 年 3 月 15 日)**

Members:

Mr. CHAN Yue Kwong, Michael (*Chairman*)

Mr. NG Ching Wah

Mr. SZE Kwok Wing, Nigel

Mr. LAM Wing Tak

Mr. TSANG Kang Po

委員:

陳裕光先生 (*主席*)

伍清華先生

施國榮先生

林榮德先生

曾鏡波先生

The translation into Chinese language of these terms of reference is for reference only. In case of inconsistency, the English version shall prevail.

本職權範圍之中文釋本僅供參考之用。中英文如有差異，概以英文為準。

\* For identification purpose only

\* 僅供識別

## DEFINITIONS

## 釋義

In these terms of reference, unless the context otherwise requires, the following terms have the meaning set out below:

於本職權範圍內，除非文義另有所指，下列詞彙具有以下含義：

<b>“Board”</b>	means the Board of Directors of the Company;	「董事局」	指本公司董事局；
<b>“Committee”</b>	means the Nomination Committee of the Board of the Company;	「委員會」	指本公司董事局之提名委員會；
<b>“Company”</b>	means Pacific Textiles Holdings Limited (互太紡織控股有限公司);	「本公司」	指互太紡織控股有限公司；
<b>“Directors”</b>	means the directors of the Company, and <b>“Director”</b> means any one of them;	「董事」	指本公司董事與「董事」指任何一位董事；
<b>“Independent Non-executive Directors”</b>	means Directors meeting the requirements of independence set out in the Listing Rules, and <b>“Independent Non-executive Director”</b> means any one of them;	「獨立非執行董事」	指上市規則所載董事局會議的獨立性要求，而「獨立非執行董事」指其中任何一位；
<b>“Listing Rules”</b>	means the Rules Governing the Listing of Securities on the Exchange;	「上市規則」	指聯交所證券上市規則；
<b>“senior management”</b>	means the category of persons considered as senior management under the Listing Rules; and	「高級管理人員」	指根據上市規則被視為高級管理人員之人士類別；與
<b>“Exchange”</b>	means The Stock Exchange of Hong Kong Limited.	「聯交所」	指香港聯合交易所有限公司。

## Composition

- 1 The Committee shall comprise not less than three Directors, the majority of whom shall be Independent Non-executive Directors.
- 2 The chairman of the Committee shall be appointed by the Board and should be an Independent Non-executive Director..
- 3 If any member of the Committee is unable to act for any reason, the chairman of the Committee may, with the agreement of the other members of the Committee, appoint any other Independent Non-executive Director to act as his alternate.
- 4 The secretary of the Committee shall be the Company Secretary or any person designated as such by the Committee from time to time.

## Disclosure of interests

- 5 Each member of the Committee shall disclose to the Committee any personal financial interest in, and any potential conflict of interest arising from, any matter to be decided by the Committee. Any member with such interest(s) or potential conflict of interest shall abstain from voting on resolutions of the Committee relating to such interest(s) or potential conflict of interest and from participating in any discussion concerning such resolutions and (if so requested by the Board) shall resign from the Committee.
- 6 No Director (including any member of the Committee) shall be involved in any decision as to his own remuneration.

## Proceedings

- 7 The quorum for meetings of the Committee shall be not less than any two of its members.
- 8 The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

## 組成

- 1 委員會應由最少三名董事組成，而其中大部分成員為獨立非執行董事。
- 2 委員會主席由董事局委任，並應為獨立非執行董事。
- 3 如委員會的任何成員以任何理由未能擔任，委員會的主席可與委員會的其他成員協議，以委任任何其他獨立非執行董事以作其替任。
- 4 委員會秘書必須為公司秘書或由委員會不時指定的任何人士。

## 權益披露

- 5 每位委員會成員必須就委員會商議的任何問題中有關其個人財務權益，與任何潛在產生之利益衝突的向委員會作出披露。任何成員有關該權益或潛在利益衝突必須就商議委員會有關該權益或潛在利益衝突之決議案時放棄投票與參與討論任何有關該決議案和必須向委員會辭任(若被董事局要求)。
- 6 任何董事(包括任何委員會成員)不得參予訂定其本身的薪酬。

## 程序

- 7 委員會會議之法定人數必須不少於任何兩名成員。
- 8 委員會之主席可自行決定召開會議，而委員會之任何事項會議舉行不少於每年一次或根據上市規則或其他監管要求不時適用於本公司之規定。

## Authorities and Duties

- 9** The Committee is authorised by the Board:
- 9.1** where necessary, to obtain legal or other independent professional advice at the cost of the Company. The Committee should be provided with sufficient resources to perform its duties;; and
- 9.2** to secure the attendance of any person with relevant experience and expertise at Committee meetings as it considers appropriate.
- 10** The duties of the Committee are:
- 10.1** 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;
- 10.2** to determine, with delegated responsibility as authorised by the Board, the remuneration packages of individual executive Directors and senior management including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 10.3** To make recommendations to the Board on the remuneration of non-executive Directors;
- 10.4** to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group ;

## 授權與職責

- 9** 委員會獲董事局授權：
- 9.1** 如有需要時，可尋求法律或其他獨立專業意見，成本由本公司支付。委員會應獲供給充足資源以履行其職責；及
- 9.2** 以確保具備相關經驗之任何人士與專家出席委員會之會議（當考慮為合適）。
- 10** 委員會之職責為：
- 10.1** 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，向董事局提出建議；
- 10.2** 獲董事局轉授責任釐定個別執行董事及高級管理人員的薪酬待遇，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）；
- 10.3** 就非執行董事的薪酬向董事局提出建議；
- 10.4** 考慮同類公司支付的薪酬、須付出的時間及職責、以及本集團內其他職位的僱用條件；

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| <p><b>10.5</b> to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;</p>  | <p><b>10.5</b> 因應董事局所訂的企業方針及目標而檢討及批准管理層的薪酬建議；</p>  |
| <p><b>10.6</b> 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;</p> | <p><b>10.6</b> 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；</p> |
| <p><b>10.7</b> 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;</p>                         | <p><b>10.7</b> 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；</p>          |
| <p><b>10.8</b> to ensure that no Director or any of his associates is involved in deciding his own remuneration;</p>  | <p><b>10.8</b> 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；</p>  |
| <p><b>10.9</b> to advise shareholders of the Company on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Listing Rules or any other regulatory requirements applicable to the Company;</p>          | <p><b>10.9</b> 就根據上市規則或任何其他適用於本公司的監管要求，有關任何須經股東批准的董事服務合約的投票事宜，向股東提供意見；</p>                       |
| <p><b>10.10</b> to consult the Company's Chairman and/or Chief Executive about their remuneration proposals for other executive Directors; and</p>  | <p><b>10.10</b> 應就其他執行董事的薪酬建議諮詢主席及／或行政總裁；以及</p>  |
| <p><b>10.11</b> to consider all other matters as referred to the Committee by the Board.</p>  | <p><b>10.11</b> 考慮由董事局提交給委員會之所有其他事項。</p>   |

## Miscellaneous

- 11 The Committee shall provide such information to the Board as is necessary to assist the Board in reporting to the shareholders in the general meeting on remuneration policy and details of the remuneration of each Director and members of senior management in accordance with the Listing Rules or other regulatory requirements applicable to the Company.
- 12 The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.
- 13 The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.
- 14 The Committee shall make available at least one of its members to attend the Company's annual general meeting to answer shareholders' questions about Directors' remuneration and other remuneration policies.
- 15 Full minutes of meetings of the Committee shall be kept by the secretary to the meetings of the Committee and such minutes shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes of the meeting of the Committee for which he or she has acted as secretary in both draft and final form to all members of the Committee within a reasonable time after such meeting is held.
- 16 The Committee shall report back to the Board on all of their decisions or recommendations.

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Nothing contained in these terms of reference is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable laws and the Listing Rules.

## 雜項

- 11 當委員會有需要協助董事局根據上市規則或其他規定要求而合用於本公司就薪酬政策與每位董事與高級管理人員薪酬詳情每年在股東大會向股東報告，委員會須向董事局提供該資料。
- 12 委員會應在聯交所網站及本公司網站上公開其職權範圍，解釋其角色及董事局轉授予其的權力。
- 13 當委員會或董事局認為必要或適當時，委員會須在其職責範圍內執行額外活動，並考慮其他事項。
- 14 委員會須有最少一名成員出席本公司股東週年大會以回答股東有關董事薪酬與其他薪酬政策之問題。
- 15 委員會的完整會議記錄由委員會會議秘書存檔，而任何董事發出合理通知後，應公開有關會議記錄供其於合理的時段查閱。委員會任何會議秘書於該會議後一段合理時間內，作為秘書者須先後把委員會會議記錄草稿與最後定稿皆發送委員會全體成員。
- 16 委員會須向董事局報告其決定或建議。

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除非根據適用法律及上市規則另有規定的範圍內，該職權範圍無包括任何旨在構成，或應解釋為構成委員會成員之任何責任或負債。