

**Pacific Online Limited**  
(the “**Company**”)  
*(Incorporated in the Cayman Islands with limited liability)*  
**太平洋網絡有限公司**  
(「**本公司**」)  
*(於開曼群島註冊成立的有限公司)*

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**TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE**  
**薪酬委員會的職權範圍**

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**1. MEMBERSHIP 成員**

- 1.1 Members of the Remuneration Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of the Company.  
薪酬委員會(「**委員會**」)的成員須由本公司董事會(「**董事會**」)委任。
- 1.2 The majority of the members of the Committee must be independent non-executive directors.  
委員會的大部份成員必須為獨立非執行董事。

**2. CHAIRMAN 主席**

- 2.1 The chairman of the Committee shall be appointed by the Board and must be an independent non-executive director.  
委員會的主席須由董事會委任，並必須由獨立非執行董事擔任。

**3. SECRETARY 秘書**

- 3.1 The secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Committee. The Company Secretary or, in his/her absence, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.  
委員會的秘書由本公司秘書(「**公司秘書**」)出任。公司秘書(如其未能出席，則其委派的代表或由委員會在會議上委任的人士)應出席委員會會議及為會議作記錄。

#### **4. PROCEEDINGS OF THE COMMITTEE MEETINGS 委員會會議的程序**

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating proceedings of directors' meetings shall apply to the meetings of the Committee.

除下文另有指明外，載列於本公司的組織章程細則(不時作出修訂)有關規範董事會會議程序的條文，亦適用於委員會會議。

##### **4.1 Quorum 法定人數**

4.1.1 The quorum for meetings of the Committee shall be any two members.

委員會會議的開會法定人數為任何兩名成員。

4.1.2 The secretary of a Committee meeting shall ascertain, at the beginning of the meeting, the existence of any conflict of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she or his/her associates has a material interest.

在委員會會議開始時，會議秘書應確定是否存在任何利益衝突並作相應記錄。若有委員會成員或其聯繫人於委員會會議上任何議案中佔有重大利益，有關成員不得計入出席會議的法定人數，並且必須放棄表決。

##### **4.2 Frequency of meetings 會議次數**

4.2.1 The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

委員會應每年召開至少一次定期會議。委員會亦可在有需要時召開額外會議。

##### **4.3 Attendance at meetings 出席會議**

4.3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

委員會成員可親自出席委員會會議，或透過其他電子溝通方式或由成員協定的其他方式參與會議。

4.3.2 Where appropriate or required, other directors, head of human resources, relevant senior management and persons(s) invited by a Committee member may attend meetings of the Committee.

在合適或需要的情況下，其他董事、人力資源部主管、相關高級管理人員及由委員會成員邀請的人士可出席委員會會議。

#### **4.4 Notice of meetings 會議通告**

4.4.1 A meeting of the Committee may be convened by any of its members or by the Company Secretary.

委員會會議可由其任何一位成員或公司秘書召開。

4.4.2 Unless otherwise agreed by all the members of the Committee, notice of at least 7 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

除非委員會全體成員另作協議，否則委員會定期會議的通知應最遲在會議舉行日期前7天發出。至於其他委員會會議，應發出合理通知。

4.4.3 Agenda and accompanying supporting papers shall be sent, in full, to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

會議議程及全部相關會議文件應最遲在會議舉行日期前3天(或由成員協定的其他時限)送交委員會全體成員及(如適合)其他出席會議人士。

#### **4.5 Minutes of meetings 會議紀錄**

4.5.1 The secretary of a Committee meeting shall record in sufficient detail the matters considered by the Committee and decisions reached, including the names of those present and in attendance and any concerns raised by any member of the Committee and/or dissenting views expressed.

委員會會議的秘書應對委員會在會議上所考慮事項及達致的決議作足夠詳細的記錄，其中應該包括出席會議人士的姓名和委員會成員提出的任何疑慮及／或表達的反對意見。

4.5.2 Draft and final versions of minutes of a Committee meeting shall be sent to all Committee members for their comment and records respectively, within a reasonable time after the meeting is held.

委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內發送予委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

4.5.3 Minutes of meetings of the Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

委員會的完整會議紀錄應由公司秘書保存，若有委員會或董事會成員發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。

#### **4.6 Written resolutions 書面決議案**

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

在不影響香港聯合交易所有限公司證券上市規則(「《上市規則》」)的任何規定下，委員會可在全體成員同意下通過及採納書面決議案。

### **5. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE**

#### **委員會的責任及職權**

5.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).

委員會的責任及職權應包括載列於《上市規則》附錄14 — 《企業管治守則》(不時作出修訂)之相關守則條文內的責任及職權。

5.2 The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，以滿足其任何要求。

5.3 The Committee should consult the Chairman of the Board and/or Chief Executive about their remuneration proposals for other executive directors.

委員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。

5.4 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:

在不影響《企業管治守則》的任何規定下，委員會的職責包括以下各項：

(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.

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.

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) Either:

以下兩者之一：

(i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or  
獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇；  
或

(ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

向董事會建議個別執行董事及高級管理人員的薪酬待遇。

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

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) 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。

- (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僱用條件。
- (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。
- (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.  
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。
- (h) To ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.  
確保任何董事或其任何聯繫人不得參與釐定他／她自己的薪酬。
- (i) To review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.  
審閱及／或批准《上市規則》第17章所述有關股份計劃的事宜。

5.5 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.  
委員會應獲提供充足資源以履行其職責，及在有需要時可尋求獨立專業意見。

5.6 All members of the Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.  
委員會的所有成員均可聯絡公司秘書尋求其意見及獲取其服務，成員亦可個別聯絡本公司的高級管理人員以獲取所需資料。

## **6. REPORTING RESPONSIBILITIES 匯報責任**

6.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會應向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作此匯報(例如因監管規定而限制披露)。

## **7. ANNUAL GENERAL MEETING 股東周年大會**

7.1 The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's work and responsibilities.

委員會主席應出席股東周年大會(若其未能出席，則委員會的另一名成員出席，或如該名成員未能出席，則其適當委任的代表出席)，並於會上回答有關委員會的工作及責任的提問。

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*

註： 如本文件的英文及中文版本有任何差異，概以英文版本為準。