



CHINA METAL RESOURCES UTILIZATION LIMITED

中國金屬資源利用有限公司

(the "Company")

(a company incorporated under the laws of Cayman Islands with limited liability)

(Stock Code : 1636)

**TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE ADOPTED BY BOARD
RESOLUTION PASSED ON 4 September 2013**

於 4/9/2013 由董事會決議通過

薪酬委員會的職權範圍

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. LR3.25
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 (the "**Chairman**") shall be appointed by the Board and must be an independent non-executive director. LR3.25

委員會的主席（「主席」）須由董事會委任，並必須由獨立非執行董事擔任。

2.2 The Chairman shall chair the meetings of the Committee.
主席應當主持委員會的會議。

2.3 In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meeting of the Committee.

若主席缺席，其餘與會成員應從他們之中推選一位主持委員會的會議。

3. SECRETARY 秘書

3.1 The secretary of the Company shall be the secretary of the Committee (the "**Committee Secretary**").¹ The Committee 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. The Committee is also entitled to from time to time appoint or remove the Committee Secretary.

委員會的秘書（「委員會秘書」）將由本公司秘書出任。委員會秘書（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。委員會亦可隨時委任或罷免委員會秘書。

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。

¹ The secretary of the Committee would normally be the company secretary, although it could also be any other person duly appointed by the Committee. 委員會秘書一般為公司秘書，但亦可由獲委員會任命之任何其他人士。

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 Committee Secretary 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 and/or his/her associates have an 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。

4.1.3 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

具備法定人數並以適當方式召開的委員會會議應有權行使委員會被賦予的或可由委員會行使的全部或任何職權、權力及酌情權。

4.2 Frequency of meetings 會議次數

4.2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.

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。

4.2.2 The Chairman of the Committee may convene additional meetings at his discretion.

委員會主席亦可酌情召開額外會議。

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, the other directors, the head of human resources, relevant senior management and other 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 Committee Secretary.

委員會會議可由其任何一位成員或委員會秘書召開。

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。

App. 14
A7.1

- 4.4.4 Any member of the Committee shall be entitled, by notice to the Committee Secretary, to include other matters relevant to the functions of the Committee in the agenda of a meeting of the Committee.
委員會的任何成員有權向委員會秘書發出通知，在委員會會議議程中加入與委員會的職責有關的其他事項。

4.5 Minutes of meetings 會議紀錄

- 4.5.1 The Committee Secretary 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. App. 14
委員會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。 A1.5
- 4.5.2 Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting. App. 14
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。 A1.5
- 4.5.3 Minutes of the Committee shall be kept by the Committee Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice. App. 14
委員會的完整會議紀錄應由委員會秘書保存，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。 A1.4

4.6 Written resolutions 書面決議案

- 4.6.1 Unless otherwise required by 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**") in relation to the responsibilities and authorities of the remuneration committee as contained in Appendix 14 of 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 authorised by the Board to investigate any activity within its terms of reference. It is authorised 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 is authorised by the Board to obtain outside legal or other independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary. App. 14
董事會授權委員會尋求外間法律或其他獨立專業意見，及在有需要時邀請擁有相關經驗及專業能力的第三方出席會議。 A1.6
B1.1
- 5.4 The Committee should consult the chairman of the Board and/or Chief Executive Officer 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長及/或行政總裁。
- 5.5 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。 App. 14 B1.2(b)
- (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 App. 14 B1.2(c)
- (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。 App. 14 B1.2(d)
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
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。 App. 14 B1.2(e)
- (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。 App. 14 B1.2(f)
- (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。 App. 14 B1.2(g)
- (h) to ensure that no director or any of his associates is involved in deciding his 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。 App. 14 B1.2(h)
- (i) to determine the policy for the remuneration of executive directors, assess performance of executive directors and approve the terms of executive directors' service contracts;
為執行董事薪酬制定政策，評核執行董事的表現及批准執行董事服務合約的條款。 App. 14 L(d)(i)
- (j) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
任何能協助委員會履行董事會所給予的權力及職責之事項。

- (k) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
遵守任何由董事會不時制訂或公司組織章程文件或法律要求下的任何要求、指示或規則。
- 5.6 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice, at the Company's expenses, 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，費用由公司支付。 App. 14
B1.1
B1.4
- 5.7 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。 App. 14
A7.2
F1.4
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）。 App. 14
D2.2
7. **ANNUAL GENERAL MEETING 股東周年大會**
- 7.1 The Chairman 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.
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。 App. 14
E1.2

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, 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。