

China Vocational Education Holdings Limited

中國職業教育控股有限公司

(the “Company”)

(「本公司」)

(Stock Code: 1756)

(股份代號：1756)

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

本公司董事(「董事」)會(「董事會」)薪酬委員會(「委員會」)

職權範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 16 August 2019.

本委員會乃根據董事會於2019年8月16日舉行的會議通過的決議案成立。

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 and a majority of which 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委任，委員會人數最少三名，而大部分之成員須為本公司的獨立非執行董事。

2.2 The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee and shall be an independent non-executive Director.

委員會主席由董事會委任或經委員會成員選舉且必須是獨立非執行董事。

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書須擔任委員會的秘書。如委員會秘書缺席，出席委員會會議的成員，可互選或委任其他人士擔任該會議的秘書。

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 separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會分別通過決議案，方可撤銷委任或更替或額外委任委員會的成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

3. Procedural Standing Orders

議事程序規則

3.1 The Standing Orders which from time to time apply to the terms of reference of the audit committee of the Board shall apply *mutatis mutandis* to these terms of reference.

不時適用於董事會審核委員會職權範圍之議事程序規則在作必要的變更後應適用於本職權範圍。

3.2 Meetings shall be held at least once annually or more frequently if circumstances require.

每年最少開會一次或更多(若有所需)。

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.

所定的薪酬水平應足以吸引及挽留董事以保持本公司順利運作，而又不致支付過多的酬金。

4.2 No Director should be involved in deciding his own remuneration.

任何董事不得參與訂定其本身的薪酬。

4.3 The Committee should consult the chairman and/or chief executive about the remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if 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。如有需要，委員會應尋求獨立專業意見。

5. Alternate Committee Members

委員會成員代表

5.1 A Committee member may not appoint any alternate.

委員會成員不得委任代表。

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 human resources department for any changes to the proposed terms of such contract;
- (a) 在簽訂有關合同前，審閱所有候任董事及高級管理人員將會簽訂的服務合同及向本公司的人力資源部門就變更該等合同的條款提出建議；
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive Directors and the senior management;
- (b) 就執行董事及高級管理人員的薪酬、獎金及福利提供意見；
- (c) to request the Board to dismiss any employees and/or to convene a shareholders' meeting (if necessary) for the purpose of removing any Director if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly;
- (c) 在有證據顯示有關董事及／或僱員失職時，要求董事會解僱該等僱員及／或召開股東大會（如有需要）罷免該等董事；
- (d) to obtain external legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of external parties with relevant experience and expertise at its meetings;
- (d) 如委員會認為有需要，可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見，並由本公司支付有關費用，以及確保具相關經驗及專業才能的外界人士出席委員會會議；
- (e) to have access to sufficient resources in order to perform its duties;
- (e) 可取得足夠資源以履行其職務；
- (f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to recommend to the Board any changes it considers necessary; and
- (f) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為需要的修訂建議；及

- (g) to exercise such powers as the Committee may consider necessary and expedient so that its duties under section 7 below can be properly discharged.
- (g) 為使委員會能恰當地執行其於下文第7章項下的職責，行使其認為有需要及權宜的權力。

6.2 The Company should provide the Committee with sufficient resources to perform its duties.

本公司應提供充足資源予委員會以履行其職責。

7. Duties of the Committee

委員會的職責

7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

- (a) 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;
- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就制訂薪酬政策設立正規且具透明度的程序，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;
- (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) 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;
- (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。此應包括實物福利、退休金權利及賠償金額（包括喪失或終止職務或委任的任何賠償）；
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) to consider the salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (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；

- | | |
|---|--|
| <p>(f) to review and approve the compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with the contractual terms and is otherwise fair and not excessive;</p> | <p>(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所須支付的賠償，以確保該等賠償與合同條款一致；若未能與合同條款一致，賠償亦須公平合理，不致過多；</p> |
| <p>(g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with the contractual terms and are otherwise reasonable and appropriate;</p> | <p>(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同條款一致；若未能與合同條款一致，有關賠償亦須合理適當；</p> |
| <p>(h) to ensure that no Director or any of his associates is involved in deciding his own remuneration;</p> | <p>(h) 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬；</p> |
| <p>(i) to assess performance of executive Directors;</p> | <p>(i) 評估執行董事的表現；</p> |
| <p>(j) to consider and approve the terms of the executive Directors' service contracts;</p> | <p>(j) 考慮及批准執行董事服務合同條款；及</p> |
| <p>(k) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”); and</p> | <p>(k) 檢討及／或批准香港聯合交易所有限公司(「聯交所」證券上市規則(「上市規則」)第十七章所述有關股份計劃相關事宜；及</p> |
| <p>(l) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.</p> | <p>(l) 考慮及執行董事會不時界定或委派或香港聯合交易所有限公司(「聯交所」)證券上市規則不時規定的其他事項。</p> |

8. Annual General Meeting

股東週年大會

8.1 The Chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and its responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員會成員(如該名委員會成員未能出席，則其適當委任的代表)應出席本公司的股東週年大會，並就委員會的活動及其職責在股東週年大會上回應問題。

9. Continuing Application of the Articles of Association of the Company

9.1 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.

10. Powers of the Board

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code 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 amendments or supplements to and revocation of these terms of reference and 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.

11. Publication of the Terms of Reference of the Committee

11.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

本公司組織章程細則持續適用

本公司組織章程細則作出了規範的董事會議及會議程序的規定，如果也適用於委員會會議而且並未被本職權範圍規定所取代，亦應用於委員會的會議及會議程序。

董事會權力

本職權範圍及委員會通過的決議案，可以由董事會在不違反本公司組織章程細則及上市規則(包括上市規則之附錄十四《企業管治守則》或本公司自行制定的企業管治常規守則(如被採用))的前提下進行修訂、補充及廢除，惟有關本職權範圍及委員會通過的決議案的修訂、補充及廢除，不得影響任何在假設並無作出有關職權範圍或決議案的修訂、補充或廢除前委員會已採取的有效行動及已經通過的有效決議案的有效性。

委員會職權範圍的刊登

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Revised on 28 December 2022

於2022年12月28日更新