

**JUNEFIELD DEPARTMENT STORE GROUP LIMITED**

**莊勝百貨集團有限公司**

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

**TERMS OF REFERENCE OF THE  
REMUNERATION COMMITTEE**

**薪酬委員會職權範圍**

(adopted on 15 July 2005)

(於二零零五年七月十五日採納)

(subsequently amended on 29 March 2012)

(其後於二零一二年三月二十九日修訂)

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### **Formation**

#### **成立**

The Remuneration Committee (the “Committee”) was formed pursuant to the board resolution of JUNEFIELD DEPARTMENT STORE GROUP LIMITED (“the Company”) passed on 15 July, 2005.

薪酬委員會(「委員會」)依據莊勝百貨集團有限公司(『本公司』)於二零零五年七月十五日通過的董事會決議案而成立。

### **Composition and Quorum**

#### **組成及法定人數**

The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors of the Company. A majority of the Committee members should be independent non-executive directors.

委員會成員經由本公司董事會從本公司的非執行董事中委任，而委員會的大部份成員應為獨立非執行董事。

Members : The Committee shall consist of not less than 2 members.  
成員 : 委員會最少由兩名成員組成。

Quorum : 2  
法定人數 : 2

The meetings and proceedings are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of Directors.

委員會會議及程序須受本公司的細則所載的董事會會議程序規定所規管。

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### Authority

#### 權力

1. 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. B.1.1  
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，所有僱員亦獲指示與委員會合作，滿足其任何要求。
2. The Committee is authorized by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. B.1.1  
董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。
3. The Committee should be provided with sufficient resources to perform its duties. B.1.4  
委員會應獲供給充足資源以履行其職責。

### Duties

#### 職責

The duties of the Remuneration Committee shall be:-

薪酬委員會的職責如下： -

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 the remuneration policy. B.1.2(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。

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2. To give recommendations to the board on overall remunerations packages of all 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. B.1.2(e)

就全體執行董事及高級管理人員的整體薪酬待遇，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)等向董事會提出建議。
3. To review and give recommendations on management's remuneration packages with reference to corporate goals and objectives resolved by the board from time to time and business performance. B.1.2(b)

透過參照董事會不時通過的公司目標和經營業績，檢討及提出關於管理層薪酬安排的建議。
4. 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. B.1.2(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。
5. 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. B.1.2(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。

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6. To make recommendations to the board on the remuneration for non-executive directors. B.1.2(d)

就非執行董事的薪酬向董事會提出建議。

7. To make recommendations to the board on the remuneration packages of individual executive directors and senior management. B.1.2(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。

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）。

8. To ensure that no director or any of his associates is involved in deciding his own remuneration. B.1.2(h)

確保任何董事或其任何聯繫人不得自行釐訂薪酬。

9. To consult the chairman and/or the chief executive officer about their remuneration proposals for other executive directors and have access to independent professional advice if considered necessary. B.1.1

就其他執行董事的薪酬建議諮詢主席及/或行政總裁，如認為有需要，亦可尋求獨立專業意見。

10. To consider other topics as defined by the board.

研究其他由董事會界定的課題。

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**Others**

**其他**

1. The Company should disclose details of any remuneration payable to members of senior management by band in their annual reports. B.1.5  
本公司應在其年報內按薪酬等級披露高級管理人員的酬金詳情。
2. 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 Stock Exchange of Hong Kong Limited's website and the Company's website. B.1.3  
委員會應在香港聯合交易所網站及本公司網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Note: For the purpose of this terms of reference, "senior management" should refer to the same category of persons as referred to in the Company's annual report.

註：就本職權範圍而言，『高級管理人員』指本公司年報內提及的同一類別的人士。