

**UNIVERSAL MEDICAL FINANCIAL & TECHNICAL ADVISORY  
SERVICES COMPANY LIMITED**

环球医疗金融与技术咨询服务有限公司

董事会薪酬委员会职权范围

**Terms of reference of  
the Remuneration Committee of the Board of Directors**

**UNIVERSAL MEDICAL FINANCIAL & TECHNICAL ADVISORY  
SERVICES COMPANY LIMITED**  
环球医疗金融与技术咨询服务有限公司  
(the “Company” and “本公司”)

---

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

董事(「董事」)会(「董事会」)薪酬委员会(「委员会」)  
职权范围

---

(中文本为翻译稿，仅供参考用)

**1. Constitution**

**组成**

1.1 The Committee was established pursuant to a resolution passed by the Board at its meeting held on 23 April 2013. This terms of reference is adopted pursuant to a resolution passed by the Board at its meeting held on 10 June 2015.

本委员会是按本公司董事会于2013年4月23日会议通过成立的。本职权范围是按本公司董事会于2015年6月10日会议通过采纳的。

**2. Membership**

**成员**

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.

委员会成员由董事会从董事会成员中挑选，委员会人数最少三名，而大部份之成员须为独立非执行董事。

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.

委员会主席由董事会委任或经委员会会员选举、及必须是独立非执行董事。

- 2.3 The Board or the Committee shall from time to time appoint any particular member of the Committee or any officer or employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) as the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at a Committee meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 2.4 The appointment of the members of the Committee may be revoked, 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.
- 3. Procedural standing orders**
- 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 of the Committee.
- 4. Overriding principles**
- 4.1 Remuneration levels should be sufficient to attract and retain Directors to run the Company successfully without paying more than necessary.
- 董事会或委员会可不时委任指定的一名委员会成员或本公司及其附属公司(合称「**本集团**」)的任何人员或雇员为委员会的秘书。如委员会秘书缺席，出席委员会会议的成员可在他们当中推选或委任其他人担任该会议的秘书。
- 经董事会及委员会分别通过决议，方可委任额外、更替或罢免委员会的成员。如该委员会成员不再是董事会的成员，该委员会成员的任命将自动撤销。
- 议事程序规则**
- 不时适用于董事会审核委员会职权范围之议事程序规则(在细节上作必要的变更后)应适用于此份职权范围。
- 首要的基本规则**
- 所定的薪酬的水平应足以吸引及挽留董事管好公司营运，而又不致支付过多的酬金。

- 4.2 No Director or any of his associates should be involved in deciding his own remuneration. 任何董事或其任何连络人不得参与订定本身的薪酬。
- 4.3 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary. 委员会应就其他执行董事的薪酬建议咨询主席及／或行政总裁。如有需要，委员会应可寻求独立专业意见。
- 5. Alternate Committee members** 委任代表
- 5.1 A Committee member may not appoint any alternate. 委员会成员不能委任代表。
- 6. Authority of the Committee** 委员会的权力
- 6.1 The Committee may exercise the following powers: 委员会可以行使以下权力：
- (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) 在签订有关合同前，审阅所有候任董事或高级管理人员将会签订的服务合同及向本公司的人力资源部门就变更该等合同的条款提出建议；
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive Directors and the senior management; (b) 就执行董事及高级管理人员的薪酬、奖金及福利提供意见；

- (c) to obtain outside legal or other independent professional advice at the expense of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;
  - (d) to have access to sufficient resources in order to perform its duties;
  - (e) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
  - (f) to exercise such powers as the Committee may consider necessary and expedient so that its duties under section 7 below can be properly discharged.
- (c) 如委员会觉得有需要，可就涉及本职权范围的事宜对外寻求法律或其他独立专业意见，并由本公司支付有关费用，以及确保具相关经验及专业才能的外界人士出席委员会会议；
  - (d) 可取得足够资源以履行其职务；
  - (e) 对本职权范围及履行其职权的有效性作每年一次的检讨并向董事会提出其认为须要的修订建议；及
  - (f) 为使委员会能恰当地执行其于第七章项下的职责，行使其认为有需要及权宜的权力。

6.2 The Company should provide the Committee sufficient resources to perform its duties. 本公司应提供充足资源予委员会以履行其职责。

## 7. Duties of the Committee 委员会的职责

7.1 The duties of the Committee shall be: 委员会负责履行以下职责：

- (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) 就本公司董事及高级管理人员的全体薪酬政策及架构，及就设立正规而具透明度的程序制订薪酬政策，向董事会提出建议；

- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (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;
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (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;
- (b) 因应董事会所订企业方针及目标而检讨及批准管理层的薪酬建议；
- (c) 向董事会建议个别执行董事及高级管理人员的薪酬待遇。此应包括非金钱利益、退休金权利及赔偿金额(包括丧失或终止职务或委任的赔偿)；
- (d) 就非执行董事的薪酬向董事会提出建议；
- (e) 考虑同类公司支付的薪酬、须付出的时间及职责以及本集团内其他职位的雇用条件；
- (f) 检讨及批准向执行董事及高级管理人员就其丧失或终止职务或委任所须支付的赔偿，以确保该等赔偿与合约条款一致；若未能与合约条款一致，赔偿亦须公平合理，不致过多；

- (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;
- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- (i) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote.
- (g) 检讨及批准因董事行为失当而解雇或罢免有关董事所涉及的赔偿安排，以确保该等安排与合约条款一致；若未能与合

## **8. Annual general meeting**

## **股东周年大会**

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 their responsibilities.

委员会的主席，或在委员会主席缺席时由另一名委员(或如该名委员未能出席，则其适当委任的代表)应出席本公司的股东周年大会，并就委员会的活动及其职责在股东周年大会上回应问题。

## **9. Continuing application of the articles of association of the Company**

## **本公司组织章程细则的持续适用**

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.

就前文未有作出规范，但本公司组织章程细则作出了规范的董事会会议程序的规定，在可行的情况下适用于委员会的会议程序。



## 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.

Adopted on 10 June 2015

## 董事会权力

本职权范围所有规则及委员会通过的决议，可以由董事会在不违反公司组织章程细则及上市规则的前提下(包括上市规则之附录十四《企业管治守则》或公司自行制定的企业管治常规守则(如被采用))，随时修订、补充及废除，惟有关修订、补充及废除，并不影响任何在有关行动作出前，委员会已经通过的决议或已采取的行动的有效性。

## 委员会职权范围的刊登

委员会应在本公司的网站及联交所的网站公开其职权范围，解释其角色及董事会转授予其的权力。

于2015年6月10日采纳