



新礦資源有限公司 NEWTON RESOURCES LTD

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 1231)

(股份代號: 1231)

(the “Company”)

(「公司」)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE REVISED BY THE BOARD ON 11 JANUARY 2012 董事會於 2012 年 1 月 11 日修訂的薪酬委員會職權範圍

1 Membership 成員

Listing Rule /
Code Provision
上市規則/
《守則》條文

- (a) The Remuneration Committee (hereinafter referred to as the “Committee”) shall be appointed by the board of directors (“Board”) from amongst the directors of the Company and shall consist of not less than three members.

薪酬委員會（以下稱為「委員會」）須由董事會從公司的董事中委任，且委員會必須由不少於三名成員組成。

A majority of the members of the Committee should be independent non-executive directors (“INEDs”).

Listing Rule
R3.25

委員會的成員必須以獨立非執行董事佔大多數。

上市規則
第 3.25 條

The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) from time to time.

委員會的組成必須遵守香港聯合交易所有限公司（「聯交所」）不時的證券上市規則（「上市規則」）的要求。

- (b) The Chairman of the Committee shall be an INED and a member of the Committee appointed by the Board.

Listing Rule
R3.25

委員會的主席必須是獨立非執行董事並且由董事會委任的委員會成員。

上市規則
第 3.25 條

2 Attendance at Meetings 出席會議

- (a) At all times the Chairman of the Board shall be notified of all meetings of the Committee and may be in attendance thereat, provided that he shall not be in attendance when his own remuneration package/benefits are being discussed.

在任何時候，董事會主席必須獲通知委員會的所有會議。委員會會議在討論其本身的薪酬待遇或利益除外，董事會主席可以出席委員會的所有會議。

- (b) The quorum of a meeting of the Committee shall be two members of the Committee, both of whom must be INEDs. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.

委員會會議的法定人數為兩人，該兩人必須為獨立非執行董事。如票數均等，委員會的主席有權投第二票或決定票。

- (c) The Chairman of the Board and/or the executive director shall be, where appropriate, invited by the Committee to attend the meetings.

在適當情況下，董事會主席及/或執行董事必須獲邀請出席委員會的會議。

- (d) The Committee may, if necessary, invite a representative of the Human Resources Department of the Company and other advisors to attend the meetings, including but not limited to external professional advisors or consultants to advise its members.

如有需要，委員會可邀請公司人力資源部代表及其他諮詢人出席委員會的會議為其會員提供意見，當中包括但不限於外聘專業諮詢人或顧問。

- (e) The Company Secretary shall be the Secretary of the Committee who should attend all meetings of the Committee.

公司秘書是委員會的秘書，而他/她必須出席委員會的所有會議。

In the absence of the Secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the Secretary.

若委員會的秘書缺席會議，出席會議的成員須推選另一人為委員會的秘書。

- (f) Notice of Committee meetings shall be given to all members. Notice of the Committee meeting shall be deemed to be duly given to a member if it is given to him/her personally, by word of mouth or given to him/her in writing sent to his/her last known address or any other address given by him/her to the Company or by electronic means by transmitting it to any electronic number or email address supplied by the member to the Company for this purpose.

委員會會議通知必須送達予所有委員會成員。在此目的下無論面交該成員或以口述形式送達或以任何電子形式傳遞至任何提供予公司的電子號碼或電郵地址均被視為正式送達。

- (g) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會成員可以透過電話會議或其它相似的通訊設備參加委員會會議。而透過該設備參與會議的所有人能夠聽見對方。根據本條款參加會議將構成以親身方式參加該會議。

3 Frequency of Meetings **會議的次數**

Meetings shall be held not less than once a year. The Chairman of the Committee or any two members of the Committee may request a meeting if they consider it necessary. Committee meetings shall be arranged by the Secretary of the Committee upon instruction of the Chairman of the Committee.

會議應每年召開不少於一次。如委員會的主席或任何兩名委員會成員認為有需要，可以要求召開會議。委員會會議須按委員會主席的指示，由委員會的秘書作出安排。

4 Committee's Resolutions **委員會的決議**

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會的所有成員簽署的書面決議，猶如該決議是於委員會會議上通過一樣，具有同等效力及作用。該決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。該決議可以以傳真或其他電子通訊方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

5 Authorities and Purposes of Establishment **授權及成立目的**

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon any issue within these terms of reference.

Appendix 14
D.2 Principle

委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

附錄十四
D.2 原則

- (b) The Committee should utilise information received internally and externally to satisfy itself that base salaries are competitive with current market conditions and that the total remuneration package/benefits are competitive with other companies of a similar size, business nature and scope as the Company.

委員會應使用透過內部及外界取得的資料，令自己信納，公司的基本薪酬與現行市場情況比較是具競爭力的，以及與其他擁有相似規模、業務性質及範疇的公司比較，公司的總薪酬待遇/利益是具競爭力的。

- (c) The purpose of the establishment of the Committee is to enable the Company to be more open and objective in the setting of its remuneration in respect of the Chairman, the executive directors of the Company and the senior management of the Company.

委員會設立的目的是讓公司可以更加公開及客觀地制訂董事會主席、執行董事及公司的高級管理人員的薪酬。

- (d) The Committee is to review and make recommendations concerning the remuneration packages and benefits of the Chairman, the directors of the Board and the senior management of the Company as an independent and impartial committee. No director shall be involved in deciding his own remuneration.

Appendix 14
B.1 Principle

委員會是一個獨立、公平的委員會，對公司董事會主席、董事及高級管理人員的薪酬待遇及利益作出檢討及提出建議。任何董事不得參與訂定本身的酬金。

附錄十四
B.1 原則

- (e) The Committee must ensure that the Chairman, the executive directors of the Board and the senior management are fairly rewarded in the light of their contribution to the Company and their performance and that they receive suitable incentives to maintain high standards of performance and to improve their and the Company's performance.

委員會應按董事會主席、執行董事及高級管理人員對公司所作出的貢獻及其表現以確保其獲得公平的報酬，及確保其獲得適當的鼓勵，讓其能保持高水平的表現及改善公司及其本身的表現。

- (f) The Committee should consult the Chairman and/or chief executive about their remuneration proposals for other executive directors.

Appendix 14
B.1.1

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。

附錄十四
B.1.1

- (g) The Committee is authorised by the Board, and at the reasonable expense of the Company, to seek independent professional advice to perform its responsibilities and to secure attendance of outsiders with the relevant experience and expertise if necessary.

Appendix 14
B.1.1

委員會已獲董事會授權，如有需要，可由公司支付合理的費用，尋求獨立專業意見以履行其職責及確保有關經驗及專業的外聘人士出席會議。

附錄十四
B.1.1

- (h) The Committee is to be provided with sufficient resources to perform its duties and functions properly.

Appendix 14
B.1.4 & D.2.1

委員會應獲供給充足資源以適合地履行其職責及職能。

附錄十四
B.1.4及D.2.1

6 Duties 職責

The duties of the Committee shall include:

委員會的職責應包括：

- (a) to determine the policy for the remuneration of executive directors, assessing performance of executive directors and approving the terms of executive directors' service contracts, and to disclose which of the two models of the Committee described in 6(g) below was adopted.

Appendix 14
L(d)(i)

制定董事薪酬政策、評估執行董事的表現及批准執行董事服務合約條款；披露採納了以下6(g)條所述的兩種薪酬委員會模式的哪一種。

附錄十四
L(d)(i)

- (b) to assess, review and make recommendations, once a year or as and when required, to the Board in respect of the remuneration packages and overall benefits for members of the Board and the senior management of the Company;

每年一次，或如有需要時，對公司的董事會成員及高級管理人員的薪酬待遇及其整體的利益，進行評核、檢討及向董事會提出建議；

- (c) to make recommendations to the Board in relation to all consultancy agreements and service contracts, or any variations, renewals or modifications thereof, entered into between the Company and the directors of the Board or any associate company of any of them;

就公司與董事會董事或其任何之聯繫公司訂立的所有顧問協議及服務合約，或其任何變動、更新或修改，向董事會提出建議；

- (d) to consider what details of the Chairman's, directors' and senior management's remuneration/benefits should be reported in addition to those required by law in the Company's annual report and accounts and how those details should be presented;

除法律要求必須上報的資料外，考慮在公司年度報告及賬目內報告董事會主席、董事及高級管理人員的酬金/利益的詳情，並且研究如何描述該等詳情；

- (e) to make recommendations to the Board on the Company's policy and structure for all directors' (including non-executive directors and INEDs) and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, and to place recommendations before the Board concerning the total remuneration and/or benefits granted to the directors from time to time; Appendix 14
B.1.2(a) &
B.1.2(d)
- 對董事（包括非執行董事及獨立非執行董事）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以制訂薪酬政策，向董事會提出建議。委員會亦需要就董事的總薪酬及/或利益，不時向董事會提出建議； 附錄十四
B.1.2(a)及
B.1.2(d)
- (f) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; Appendix 14
B.1.2(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； 附錄十四
B.1.2(b)
- (g) either: Appendix 14
B.1.2(c)
附錄十四
B.1.2(c)
- 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）；
- (h) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; Appendix 14
B.1.2(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； 附錄十四
B.1.2(e)
- (i) 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; Appendix 14
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；
- 附錄十四
B.1.2(f)
- (j) 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;
- Appendix 14
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；
- 附錄十四
B.1.2(g)
- (k) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- Appendix 14
B.1.2(h)
- 確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬；
- 附錄十四
B.1.2(h)
- (l) to prepare a remuneration report to shareholders or advise the Board in relation to the preparation of the Board's remuneration report to shareholders;
- 向股東提交薪酬報告或就向股東提交薪酬報告向董事會提出建議；
- (m) if 6(g)(ii) is adopted, where the Board resolves to approve any remuneration or compensation arrangements with which the Committee disagree, the Board should disclose the reasons for its resolution in its next Corporate Governance Report;
- Appendix 14
B.1.6 (RBP)
- 若採納 6(g)(ii)條，凡董事會議決通過的薪酬或酬金安排為薪酬委員會不同意者，董事會應在下一份《企業管治報告》中披露其通過該項決議的原因；
- 附錄十四
B.1.6 (建議最佳常規)
- (n) to ensure that adequate retirement arrangements are put in place and maintained for the Chairman and executive directors of the Board of the Company in the light of their performance during the whole of their time with the Company and not merely their performance in the previous years;
- 確保對董事會主席及執行董事的退任有適當的安排，有關安排須按其在公司任職時的表現，而不只是其以前年度的表現；
- (o) to cater for the Company to be in a position to offer and maintain competitive and attractive overall benefits to recruit and retain high quality personnel at the Board and senior management levels;
- Appendix 14
B.1 Principle
- 迎合公司的情况讓其可以提供及保持其具競爭力及吸引力的整體福利以招募及挽留高素質的董事會及高級管理層的人才；
- 附錄十四
B.1 原則
- (p) to do any such things to enable the Committee to perform its duties and functions conferred on it by the Board;
- 進行任何事項讓委員會可以履行董事會授予它的職責及職能；

- (q) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable laws; and

遵守董事會不時訂明的任何規定、指示及規則，及遵守公司的組織章程、上市規則或適用法律中的任何規定、指示及規則；及

- (r) to enable the Company to disclose details of any remuneration payable to members of senior management by band in its annual reports.

Appendix 14
B.1.5

讓公司能在其年報內按薪酬等級披露高級管理人員的酬金詳情。

附錄十四
B.1.5

7 Reporting Procedures 報告程序

- (a) The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting/written resolution of the Committee, the Chairman of the Committee shall report the findings, decisions or recommendations of the Committee to the Board, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Appendix 14
D.2.2

委員會要向董事會定期匯報。在委員會會議/書面決議之後的下一個董事會會議，委員會主席要向董事會匯報其發現、決定或建議，除非該等委員會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）。

附錄十四
D.2.2

- (b) Minutes of Committee meetings shall be sent to all members of the Committee within a reasonable time after the meeting.

委員會會議紀錄應在會議後一段合理時間內送交委員會全體成員。

8 Publication and Update of the Terms of Reference 職權範圍的發布及更新

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.

當有需要時，本職權範圍應就環境及法定要求（如上市規則）的改變而作出更新及修改。

These terms of reference, explaining the role of the Committee and the authority delegated to it by the Board, shall be made available to the public by including the information on the Stock Exchange's and the Company's websites.

Appendix 14
B.1.3

委員會之職權範圍，以解釋其角色及董事會轉授予其的權力的信息應公開登載於聯交所及公司網站上。

附錄十四
B.1.3