

PEGASUS ENTERTAINMENT HOLDINGS LIMITED

天馬影視文化控股有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限責任公司)

REMUNERATION COMMITTEE

薪酬委員會

TERMS OF REFERENCE

職權範圍

Constitution

組成

1. The board of directors (the “**Board**”) of Pegasus Entertainment Holdings Limited (the “**Company**”) has resolved to establish a committee of the Board to be known as the Remuneration Committee (the “**Committee**”) at a meeting held on 5 October 2012.
天馬影視文化控股有限公司（「**本公司**」）的董事會（「**董事會**」）已於2012年10月5日舉行的會議議決成立董事委員會，將被稱為薪酬委員會（「**委員會**」）。

Membership and Quorum

會議成員及法定人數

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company. A quorum shall be two members.
委員會須由董事會從本公司董事當中委任，並須由三名或以上成員組成，其中絕大部分須為本公司獨立非執行董事。會議法定人數應為兩名成員。
3. The chairman of the Committee shall be appointed by the Board.
委員會主席須由董事會委任。

Secretary

秘書

4. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

本公司的公司秘書或（倘其缺席）其代表須擔任委員會秘書（「秘書」）。委員會可不時委任具備合適資格及經驗的任何其他人士為委員會秘書。

Frequency of meetings

會議次數

5. Meetings shall be held not less than once a year. The Committee members may also call any meetings at any time when necessary or desirable.

會議應每年舉行不少於一次。每當需要或合宜時委員會成員亦可召開任何會議。

Notice of meetings

會議通知

6. Notice of meetings shall be given to all members of the Committee at least two days before the meeting.

應在會議舉行之前至少兩天通知委員會全部成員。

This notice may be waived from time to time upon the unanimously agreement by the Committee members.

該通知可於委員會成員一致同意時獲得豁免。

Casting vote

投決定票

7. In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

倘出現相同數目票數，委員會主席應有權投決定票。

Consultation

諮詢

8. The Committee should consult the chairman and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive

directors of the Company, if any, and, at the expenses of the Company, have access to professional advice if considered necessary.

委員會須諮詢本公司主席及/或首席執行官有關彼等與本公司其他執行董事的建議（倘有），並且本公司已考慮專業意見，相關費用由公司承擔。

Authority

授權

9. The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including the members of the Board).

董事會授權委員會在其職權範圍內調查任何活動、并在其職責範圍內向本公司及其附屬公司（包括董事會成員）的僱員尋求所需的任何資料。

Duties

職責

10. The duties of the Committee shall be:

委員會的職責應為：

- (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;

就全體董事及高級管理層成員的全體薪酬政策及架構以及就此制定正規及具透明度的政策程序，向本公司董事會作出建議；

- (b) to have the delegated responsibility to determine the remuneration packages of individual executive directors of the Company 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, and make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company;

為本集團全體執行董事及高級管理層成員釐定個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及補償金，包括任何因彼等離職或終止聘用或委任而應付的補償金金額，以及就非執行董事的薪酬向董事會作出建

議；委員會應考慮例如同類公司所支付的薪金、須付出的時間承諾及職責以及本集團在其他職位的僱用條件；

- (c) 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；
- (d) to review and approve compensation payable to executive directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent in accordance with contractual terms and are otherwise fair and not excessive for the Company;
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；
- (e) 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;
審閱及批准就因董事行為失當而遭撤職或免職而作出的賠償安排，以確保該等安排乃與合約條款一致，若未能與合約條款一致，有關賠償亦須合理適當；
- (f) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration and that, as regards the remuneration of a non-executive director who is a member of the Committee, his/her remuneration should be determined by the other members of the Committee; and
確保任何董事或其任何聯繫人士不得參與釐定他自己酬金，有關非執行董事（委員會成員）的酬金，其薪酬須由委員會的其他成員釐定；及
- (g) 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；
- (h) to advise shareholders of the Company with respect to any service contracts of directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
就董事任何服務合同對本公司股東作出建議，該合同要求股東根據香港聯合交易所有限公司證券上市規則作出批准。

Reporting procedures

匯報程序

11. The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

秘書或其代表須向董事會全體成員傳閱委員會會議記錄及報告。

- End of document -

- 文件完 -

Updated on 13 December 2017

於 2017 年 12 月 13 日修訂