



CHINA EDUCATION GROUP HOLDINGS LIMITED

中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 839)

(股份代號：839)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE 薪酬委員會職權範圍

The remuneration committee (the “**Committee**”) of **China Education Group Holdings Limited** 中國教育集團控股有限公司 (the “**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on 29 November 2017. Set out below are the terms of reference (the “**Terms of Reference**”) of the Committee. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail over the traditional Chinese version.

中國教育集團控股有限公司(「本公司」)薪酬委員會(「委員會」)根據本公司董事會(「董事會」)於2017年11月29日通過的決議案成立。以下載列委員會的職權範圍(「職權範圍」)。如職權範圍的英文版本與繁體中文版本有任何歧義，概以英文版本為準。

1. PURPOSE

目的

- 1.1 The purpose of the Committee is to make recommendations to the Board in determining the policy and structure for the remuneration of directors and senior management, to establish a formal and transparent procedure for developing policy, to evaluate the performance of directors and senior management, to review and approve the terms of incentive schemes and directors’ service contracts, and to recommend the remuneration packages for all directors and senior management.

委員會成立的目的是就釐定董事及高級管理層的薪酬政策及架構向董事會提出建議，為制訂政策設立正式且透明的程序，評估董事及高級管理層的表现，檢討及批准獎勵計劃及董事服務合同條款以及建議全體董事及高級管理層的薪酬待遇。

2. COMPOSITION

組成

- 2.1 The Committee shall be appointed by the Board from time to time and shall consist of a majority of independent non-executive directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time).

委員會成員須由董事會不時委任，多數成員須為獨立非執行董事，彼等須符合香港聯合交易所有限公司證券上市規則（「**上市規則**」）（經不時修訂）不時訂明的獨立性規定。

- 2.2 The Board shall appoint one member of the Committee as the chairman (the “**Chairman**”), who must be an independent non-executive director.

董事會須委任委員會的一名成員（須為獨立非執行董事）擔任主席（「**主席**」）。

3. MEETINGS

會議

- 3.1 Unless otherwise specified hereunder, the provisions contained in the Company’s articles of association (the “**Articles**”) (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

除本文另有指明外，本公司組織章程細則（「**細則**」）（經不時修訂）所載規範董事會議及議事程序的規定，適用於委員會會議及議事程序。

- 3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

委員會成員可親身出席委員會會議，亦可以其他電子通訊方式或委員會成員同意的其他方式參與會議。

- 3.3 The Committee shall meet at least once annually, or more frequently if circumstances require.

委員會每年須最少舉行一次會議，需要時可增開會議。

- 3.4 Members of the Committee may be represented at a meeting of the Committee by an alternate appointed by him.

委員會成員委任的替任人可於委員會會議上代表該成員。

- 3.5 The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

主席負責領導委員會，包括安排會議時間、制訂會議議程及向董事會例行匯報。

- 3.6 A meeting of the Committee may be convened by any of its members.

委員會會議可由任何成員召集。

- 3.7 A quorum shall be two members of the Committee.

委員會會議法定人數為兩名成員。

- 3.8 Unless otherwise agreed by all the members of the Committee, notice of at least seven days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given. The Chairman shall determine whether or not a meeting of the Committee is a regular meeting.

除委員會全體成員另有協定外，委員會例會須至少提前七天發出通知，而委員會的所有其他會議亦須發出合理通知。主席須確定委員會會議是否屬例會。

- 3.9 The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

會議議程及相關證明文件須於會議召開日期至少三天(或成員可能協定的其他期限)前寄予委員會全體成員及其他與會者(如適用)。

- 3.10 Each member shall have one voting right. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

每名成員均有一票投票權。根據細則，在委員會任何會議上提出的問題須以多數票決定，如贊成與反對的票數相等，則主席有權投第二票或決定票。

- 3.11 The members of the Committee shall appoint a secretary of the Committee (the “**Secretary**”) to take minutes. In the absence of the Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman or the Secretary of the meeting or succeeding meeting.

委員會成員須委任一名委員會秘書(「**秘書**」)負責會議記錄。如秘書未有出席，其代表或出席委員會會議的成員選任的任何人士須出席委員會會議並負責會議記錄。倘會議記錄指稱經會議或續會主席或秘書簽署，則成為相關議事程序的最終證明。

- 3.12 Full minutes of meeting of the Committee shall be kept by the Secretary or any one of the joint company secretaries of the Company. They shall be open for inspection at any reasonable time on reasonable notice by any director.

秘書或本公司任一聯席公司秘書須保存委員會會議之完整會議記錄，並於任何董事發出合理通知後於任何合理時間供其查閱。

- 3.13 Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Board within a reasonable time after the conclusion of any meeting of the Committee for their comment and records. For the purposes of recording attendance only, the attendance of an alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee himself or herself. The minutes of meetings shall record details of the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.

秘書須編製委員會會議記錄及該等會議的個人出席記錄，於委員會會議結束後合理時段內寄予董事會全體成員，以供彼等提出意見及記錄。僅就出席記錄而言，委員會成員的替任人出席會議不會計為委員會有關成員本人出席。會議記錄須記載經審議事項及所作決策的詳情，包括董事表示關注的事項或發表的異議。

- 3.14 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all of the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

在不違反上市規則任何規定的前提下，經委員會全體成員(或彼等各自的替任人)簽署的書面決議案合法及具效力，猶如已於正式召開的委員會會議上通過。

4. ACCESS

接觸權

- 4.1 The Committee shall have full access to management and may invite members of management or others to attend its meetings.

委員會可全面接觸管理層，並可邀請管理層成員或其他人士出席委員會會議。

- 4.2 The Company should provide the Committee with sufficient resources to discharge its duties including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

本公司須向委員會提供充足資源以供履行職責，包括但不限於必要時獲取內部或外部法律、會計或其他顧問的獨立專業意見及協助，費用由本公司承擔。

5. REPORTING PROCEDURES

報告程序

- 5.1 The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference from time to time and recommend any proposed changes to the Board.

委員會須不時評估職權範圍是否有效及充分，然後向董事會提出變更建議。

- 5.2 The Committee shall consult the chairman of the Board and/or chief executive officer of the Company about the remuneration proposals of executive directors, and also seek independent professional advice if considered necessary.

委員會須向董事會主席及／或本公司首席執行官諮詢有關執行董事薪酬的建議，並在認為必要時徵詢獨立專業意見。

- 5.3 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會須向董事會匯報其決定或建議，惟依照法律或監管限制不可匯報的情況除外（例如監管規定的披露限制）。

6. AUTHORITY

權限

- 6.1 The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).

委員會的權限及職責包括上市規則(經不時修訂)附錄十四企業管治守則(「企業管治守則」)相關守則條文載列的有關職責及權限。

7. RESPONSIBILITIES AND DUTIES

責任及職責

- 7.1 Without prejudice to any requirement under the CG Code, the Committee shall perform the following duties:

在不違反企業管治守則規定的前提下，委員會須履行以下職責：

- (a) to make recommendations to the Board on the Company’s policy and structure for the remuneration of all the directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;

就本公司全體董事及高級管理層的薪酬政策及架構以及就設立正式且透明的程序制訂薪酬政策向董事會提出建議；

- (b) to review and approve the management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;

經參考董事會不時議決的企業方針及目標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 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;

就執行董事及高級管理層的薪酬待遇向董事會提出建議，包括實物利益、退休金權利及賠償金額（包括喪失或終止職務或委任的任何賠償）；

- (d) to make recommendations to the Board on the remuneration of non-executive directors;

就非執行董事薪酬向董事會提出建議；

- (e) to consider factors such as the level of remuneration paid by comparable companies, the time commitment and responsibilities of directors and senior management, and the employment conditions of the Company and its subsidiaries and consolidated affiliated entities;

考慮同類公司支付薪酬的水平、董事及高級管理層投入的時間與職責，以及本公司及其附屬公司與併表附屬實體的僱傭條件等因素；

- (f) to consider the level of remuneration required to attract and retain directors to manage the Company successfully;

考慮為吸引及挽留董事以成功管理本公司所須達到的薪酬水平；

- (g) to ensure that no director or any of his/her associates is involved in deciding his or her own remuneration. For the avoidance of doubt, members of the Committee must not be involved in deciding his or her own remuneration;

確保董事或其聯繫人概無參與釐定自身薪酬。為免生疑，委員會成員不得參與釐定自身薪酬；

- (h) to review and approve compensation payments and arrangements to directors and senior management for loss or termination of their office or appointment, or dismissal or removal for misconduct and to assess whether the proposed payments or arrangements are fair, not excessive, reasonable, consistent with the relevant contractual terms, or otherwise appropriate;

檢討及批准董事及高級管理層因喪失或終止職務或委任，或因行為失當而遭解聘或罷免所涉賠償款與安排，評估建議賠償款或安排是否公平、合理，有否遵守相關合同條款，或在其他方面是否適當；

- (i) to advise shareholders of the Company on how to vote in respect of any service contracts of directors that require shareholders' approval in accordance with the Listing Rules;

告知本公司股東如何就須根據上市規則取得股東批准的董事服務合同進行表決；

- (j) to ensure the Company's share-based compensation schemes (including share option schemes and share award schemes from time to time adopted) are implemented in a fair and reasonable manner to achieve the intended objectives, including reviewing, determining and amending, as appropriate, the terms, the vesting conditions, the vesting schedule and other features of share options and share awards granted and to be granted by the Company from time to time, and assessing the relevant performance conditions, if any, by comprehensively reviewing the overall financial position and operating conditions of the Company, benchmarking with other comparable companies in the education industry that the Committee considers appropriate and taking into account other factors and circumstances that the Committee considers relevant; and

確保本公司以股份為基礎的薪酬計劃（包括不時採納的購股權計劃及股權獎勵計劃）以公平合理的方式實施，以達致擬定目標，包括檢討、釐定及修訂（如適用）本公司不時授出及將予授出的購股權及股權獎勵的條款、歸屬條件、歸屬計劃及其他內容，並以委員會認為適當的教育行業的其他可資比較公司為基準及經計及委員會認為相關的其他因素及情況，透過全面檢討本公司的整體財務狀況及經營條件評估相關表現條件（如有），及

- (k) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

審閱及／或批准上市規則第十七章所述有關股份計劃的事宜。

8. ANNUAL GENERAL MEETING

股東週年大會

- 8.1 The Chairman or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the "AGM") of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.

主席或（倘主席缺席）委員會另一成員或（倘前述兩者均未出席）其正式委任代表須出席本公司股東週年大會（「股東週年大會」），並準備於股東週年大會回答有關委員會工作及職責的提問。