



MODERN FARMING
现代牧业

China Modern Dairy Holdings Ltd.
中國現代牧業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 1117)

(股份代號：1117)

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

1 Constitution

The remuneration committee (the “**Remuneration Committee**”) of the board of directors (the “**Board**”) of China Modern Dairy Holdings Ltd., (the “**Company**”) was established on 31 October, 2010. The terms of reference of the Remuneration Committee have been revised and approved by the Board on 16 December, 2022.

2 Membership

- 2.1 The Remuneration Committee shall be appointed by the Board and a majority of the members of the Remuneration Committee shall be independent non-executive directors. The members of the Remuneration Committee shall be identified in the Board’s remuneration report to the shareholders of the Company.
- 2.2 The Board shall appoint the chairman of the Remuneration Committee who shall be an independent non-executive director.
- 2.3 The Remuneration Committee shall consist of at least three members. The quorum for a meeting of Remuneration Committee shall be two members.
- 2.4 Each member of the Remuneration Committee shall disclose to the Remuneration Committee:
 - (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Remuneration Committee;
 - (b) any potential conflict of interest arising from a cross-directorship; or
 - (c) any such member shall abstain from voting on resolutions of the Remuneration Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Remuneration Committee.

1 成立

中國現代牧業控股有限公司(「本公司」)董事會(「董事會」)之薪酬委員會(「薪酬委員會」)於二零一零年十月三十一日成立。薪酬委員會之職權範圍已由董事會於二零二二年十二月十六日修訂及批准。

2 成員

- 2.1 薪酬委員會的成員須由董事會委任，而其大多數成員須為獨立非執行董事。薪酬委員會成員名單須向本公司股東披露。
- 2.2 董事會須委任薪酬委員會主席，其須為一名獨立非執行董事。
- 2.3 薪酬委員會須至少由三名成員組成。薪酬委員會會議的法定人數須為兩名成員。
- 2.4 薪酬委員會各成員須向薪酬委員會披露：
 - (a) 任何將由薪酬委員會予以決定的事項內的任何個人財務利益(作為股東除外)；
 - (b) 任何因擔任多個董事職位而引起的潛在利益衝突；或
 - (c) 任何有關成員須就存在有關利益的薪酬委員會決議案放棄投票並避席參與有關該等決議案的討論，並須辭任為薪酬委員會成員(如被董事會要求)。

2.5 Appointments to the Remuneration Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

3 Secretary

The company secretary of the Company or his nominee shall be the secretary of the Remuneration Committee.

4 Authority

The Remuneration Committee is authorised by the Board to investigate any activity within these terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Remuneration Committee. The Remuneration Committee is authorised by the Board to consult the chairman or the chief executive officer of the Company about their remuneration proposals for other executive directors. The Remuneration Committee have access to independent professional advice if necessary. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

5 Duties

5.1 The duties of the Remuneration Committee shall be:

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

2.5 薪酬委員會的任期將於有關成員的董事任期終結時(無論是因退休、輪席或其他原因)同時終結。

3 秘書

本公司的公司秘書或其代名人將為薪酬委員會的秘書。

4 職權

薪酬委員會獲董事會授權調查本職權範圍內的活動，也獲授權向任何僱員取得任何所需資料。本公司已向全體員工發出指示，必須在薪酬委員會的成員要求時與其合作。薪酬委員會已獲董事會授權，就薪酬委員會對其他執行董事的薪酬建議，諮詢本公司主席或行政總裁的意見。薪酬委員會可於有需要時諮詢獨立專業意見。薪酬委員會應獲供給充足資源以履行其職責。

5 職責

5.1 薪酬委員會的職責如下：

- (a) 就本公司所有董事及高級管理層的薪酬政策及架構，及就設立正軌而具透明度的程序制定薪酬政策，向董事會提供建議；
- (b) 參照董事會的公司目標及目的，檢討及批准管理層的薪酬建議；

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| <p>(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;</p> | <p>(c) 就個別執行董事及高級管理層的薪酬福利向董事會作出推薦建議。薪酬福利包括實物利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)；</p> |
| <p>(d) to make recommendations to the Board on the remuneration of non-executive directors;</p> | <p>(d) 就非執行董事的薪酬向董事會提出建議；</p> |
| <p>(e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries;</p> | <p>(e) 考慮同類公司支付的薪酬、須付出的時間及職責以及本公司及其附屬公司內其他職位的僱用條件；</p> |
| <p>(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;</p> | <p>(f) 檢討及批准向執行董事及高級管理層支付那些與喪失或終止職務或委任有關的賠償，以確保該等賠償與合約條款一致；若未能與有關合約條款一致，賠償亦須公平合理，不會造成過重負擔；</p> |
| <p>(g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate;</p> | <p>(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；若未能與有關合約條款一致，有關安排亦須合理適當；</p> |
| <p>(h) to ensure that no director or any of their associates is involved in deciding that director's own remuneration; and</p> | <p>(h) 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬；及</p> |
| <p>(i) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).</p> | <p>(i) 檢討及／或批准香港聯合交易所有限公司證券上市規則(「上市規則」)第十七章所述有關股份計劃的事宜。</p> |

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| <p>5.2 For the purpose of these terms of reference, “senior management” should refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.</p> | <p>5.2 就本職權範圍而言，「高級管理層」指本公司年報內提及的同一類別人士，並且按上市規則附錄十六第12段，其身份須予以披露的人士。</p> |
| <p>5.3 In carrying out its duties under these terms of reference, the Remuneration Committee should:</p> <p>(a) provide the remuneration packages sufficient to attract and retain directors to run the Company successfully without paying more than is necessary;</p> <p>(b) be sensitive to the wider scene, including pay and employment conditions elsewhere, especially when determining annual salary increases;</p> <p>(c) ensure that the performance-related elements of remuneration form a significant proportion of the total remuneration package of executive directors and should be designed to align their interest with those of shareholders and to give these directors keen incentives to perform at the highest levels; and</p> <p>(d) ensure that share awards and/or options (if any) are offered in accordance with the Listing Rules.</p> | <p>5.3 於履行本職權範圍內的職責時，薪酬委員會應：</p> <p>(a) 提供足夠的薪酬福利，從而在毋須支付過多酬金的情況下吸引及挽留董事，令本公司能成功運營；</p> <p>(b) 留心其他情況，包括其他地方的付薪及員工僱用情況，特別是在決定年度加薪時；</p> <p>(c) 確保薪酬的績效相關部分為構成執行董事總薪酬福利的主要部分，並使彼等的利益與股東一致，激勵董事以最高水平發揮所長；及</p> <p>(d) 確保股份獎勵及／或期權(如有)乃遵照上市規則提供。</p> |

6 Frequency and proceedings of meetings

- 6.1 Meetings shall be held as and when appropriate, but at least annually.
- 6.2 The chairman of the Remuneration Committee may convene additional meetings at his discretion.

6 會議次數及議事程序

- 6.1 薪酬委員會可在有需要時舉行會議，但必須最少每年一次。
- 6.2 薪酬委員會主席可酌情召開額外會議。

- 6.3 Proceedings of meetings of the Remuneration Committee shall be governed by the provisions of the Articles of Association of the Company.
- 6.4 As no director or their associates shall be involved in setting that director's own remuneration, relevant members of the Committee shall abstain from voting in relation to his own remuneration or that of his associates and, in addition, such member shall not be counted for the purpose of constituting a quorum in relation to any resolutions.
- 6.5 Notice of Remuneration Committee meetings shall be given to all members. Notice of the Remuneration Committee meetings shall be deemed to be duly given to a member if it is given to him personally, by word of mouth or given to him in writing sent to his last known address or any other address given by him to the Company or by electronic means by transmitting it to any email address supplied by the member to the Company for this purpose.
- 6.6 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of communication equipment through which all persons participating in the meeting are able to hear each other.
- 6.7 A resolution in writing signed by all members of the Remuneration Committee shall be as valid and effective as if the same had been passed at a meeting of the Committee duly convened and held. Any such resolution shall be deemed to have passed at a meeting held on the date on which it was signed by the last member to sign.
- 6.8 Only members of the Remuneration Committee are entitled to vote at the meetings.
- 6.9 Resolutions of the Remuneration Committee shall be passed by a majority of votes of the members present.
- 6.3 薪酬委員會的議事程序受本公司組織章程細則的條文規管。
- 6.4 由於董事或其聯繫人不得參與釐定其本身的薪酬，故委員會的有關成員須就彼或其聯繫人的薪酬放棄投票，有關成員亦不得就此計入任何決議案的法定人數內。
- 6.5 薪酬委員會的會議通告須向全體成員發出。倘薪酬委員會會議通告透過專人以口頭方式向成員發出，或以書面方式寄送至最後知悉的成員地址或彼向本公司提供的任何其他地址，或透過電子方式將有關通告傳送至有關成員就此向本公司提供的電郵地址的方式發出，則該通告須視為已正式向該成員發出。
- 6.6 會議可以親身出席、電話或視像會議的方式舉行，成員可透過所有與會人士均能夠彼此聆聽到對方說話的通訊設備參與會議。
- 6.7 由薪酬委員會全體成員簽署的書面決議案的有效性及效力，與倘該決議案為於正式召開及舉行的委員會會議上獲通過者無異。任何該等決議案將視作在最後一位成員簽署決議案當日舉行的大會上獲通過。
- 6.8 只有薪酬委員會成員有權於會上投票。
- 6.9 薪酬委員會的決議案須經出席會議的成員以大多數票通過。

- 6.10 As necessary or desirable, the chairman may request that members of management be present at the meeting of the Remuneration Committee.
- 6.10 如必要或適宜，主席可要求管理層成員出席薪酬委員會會議。

7 Minutes

- 7.1 Full minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee.
- 7.2 The secretary shall circulate the draft and final versions of minutes of meetings and reports of the Remuneration Committee to all committee members for their comment and records respectively within 14 days after the meeting.
- 7.3 The secretary shall circulate the minutes of the meetings of the Remuneration Committee to all members of the Board.

8 General

- 8.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
- 8.2 The Remuneration Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website (www.moderndairyir.com).

7 會議記錄

- 7.1 薪酬委員會秘書須保存薪酬委員會的完整會議記錄。
- 7.2 秘書須於會議結速後14日內，將薪酬委員會會議記錄及報告的草擬本及最終本，向所有委員會成員傳閱，以供彼等評閱及作記錄之用。
- 7.3 秘書應向董事會的全體成員傳閱薪酬委員會的會議記錄。

8 一般事項

- 8.1 本職權範圍須因應情況變動以及規管規定的變動(包括上市規則的規定)，於必要時作出更新及修訂。
- 8.2 薪酬委員會應將本職權範圍刊載於香港交易及結算所有限公司新聞網站(www.hkexnews.hk)及本公司網站(www.moderndairyir.com)，以供公眾查閱，及解釋其角色及董事會轉授予其的權力。