



EuroEyes International Eye Clinic Limited

德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(the "**Company**")

(「本公司」)

(**Stock Code: 1846**)

(股份代號: 1846)

**TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS OF THE COMPANY**
(revised and adopted by the Company pursuant to the board resolution passed on 28
March 2023)

董事會薪酬委員會職權範圍
(本公司根據於 2023 年 3 月 28 日 通過的董事會決議案修訂及採納)

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

The remuneration committee (the "**Committee**") of the board (the "**Board**") of directors (the "**Directors**" and each a "**Director**") of the Company is established pursuant to a resolution passed by the Board at its meeting held on 23 September 2019.

董事會薪酬委員會(「**委員會**」)按本公司董事(「**董事**」及各為一名「**董事**」)會(「**董事會**」)於 2019 年 9 月 23 日會議通過成立。

2. Membership

成員

2.1. Members of the Committee shall be appointed by the Board from among the members of the Board and a majority of the members shall be independent non-executive Directors.

委員會成員由董事會從董事會成員中挑選，而大部份成員須為本公司的獨立非執行董事。

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.

委員會主席由董事會委任或經委員會成員選舉、及必須是獨立非執行董事。

2.3. The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的成員，可互選或委任其他人擔任該會議的秘書。

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 a Committee member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會分別通過決議，方可罷免、更替或委任額外委員會的成員。如該委員會成員不再是董事會的成員，該委員會成員的委任將自動撤銷。

3. Procedural Standing Orders

議事程序規則

3.1. The Procedural Standing Orders (as amended from time to time) annexed to the terms of reference of the Audit Committee of the Board shall apply *mutatis mutandis* to these terms of reference of the Committee.

載於董事會審核委員會職權範圍附錄之議事程序規則（經不時修訂）（在細節上作必要的變更後）應適用於委員會職權範圍。

3.2. Meetings shall be held at least once a year or more frequently if circumstances require.

每年須最少開會一次或在有需要時更頻繁地開會。

4. Overriding principles

首要的基本規則

4.1. Remuneration levels should be sufficient to attract and retain Directors to run the Company successfully without paying more than necessary.

所定薪酬的水平應足以吸引及挽留董事管好公司營運，而又不致支付過多的酬金。

4.2. No Director should be involved in deciding that Director's own remuneration.

任何董事不得參與訂定本身的薪酬。

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。如有需要，委員會應可尋求獨立專業意見。

5. Alternate Committee members

委任代表

A Committee member may not appoint any alternate.

委員會成員不能委任代表。

6. Authority of the Committee

委員會的權力

6.1. The Committee may exercise the following powers:

委員會可以行使以下權力：

(a) to review any proposed service contract or letters of appointment with any Director or senior management before such contract or letter is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract or letter;

(a) 在簽訂有關合同或信函前，審閱所有候任董事及高級管理人員將會簽訂的服務合同或委任函及向本公司的人力資源部門就變更該等合同或信函的條款提出建議；

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| (b) to make recommendations to the Board regarding the remuneration, bonuses and welfare benefits of individual executive Directors and senior management; | (b) 就個別執行董事及高級管理人員的薪酬、獎金及福利向董事會提出建議； |
| (c) to request the Board to dismiss any employees and/or to convene a shareholders' meeting (if necessary) for purposes of removing any Director if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly; | (c) 在有證據顯示該董事及／或僱員失職時，要求董事會解僱有關僱員及／或召開股東大會（如有需要）罷免有關的董事； |
| (d) to obtain outside legal or other independent professional advice at the expenses 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; | (d) 如委員會覺得有需要，可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見，並由本公司支付有關費用，以及確保具相關經驗及專業才能的外界人士出席委員會會議； |
| (e) to have access to sufficient resources in order to perform its duties; | (e) 可取得充足資源以履行其職責； |
| (f) to review annually these terms of reference and their effectiveness in the discharge of the duties of the Committee and to make recommendation to the Board any changes it considers necessary; and | (f) 對本職權範圍及對其履行委員會職責的有效性作每年一次檢討並向董事會提出其認為需要的修訂建議；及 |
| (g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged. | (g) 為使委員會能恰當地執行其於第7章下的職責，行使其認為有需要及得當的權力。 |

6.2. The Company should provide the Committee with sufficient resources to perform its duties.

本公司應提供充足資源予委員會以履行其職責。

7. Duties of the Committee

委員會的職責

The duties of the Committee shall include such duties set out in the relevant code provisions of the Corporate Governance Code (the "CG Code") as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (as amended from time to time). Without prejudice to the requirements under the CG Code, the duties of the Committee include the following:

委員會的職責應包括香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四的企業管治守則（「企業管治守則」）相關的守則條文（經不時修訂）所載的相關職責。在不違反企業管治守則規定的情況下，委員會的職責包括如下：

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| (a) to determine the policy for the remuneration of executive Directors; | (a) 制定執行董事的薪酬政策； |
| (b) to assess performance of executive Directors; | (b) 評估執行董事的表現； |
| (c) to consider and approve the terms of service contracts and letters of appointment of the Directors; | (c) 審議及批准董事的服務合約或委任函條款； |
| (d) to consult the chairman and/or chief executive about their remuneration proposals for other executive Directors; | (d) 就其他執行董事的薪酬建議諮詢主席及／或行政總裁； |
| (e) to make recommendations to the Board on the policy and structure of the Company and its subsidiaries (collectively, the "Group") for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; | (e) 就本公司及其附屬公司（合稱為「 本集團 」）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制訂薪酬政策，向董事會提出建議； |
| (f) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; | (f) 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； |
| (g) 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; | (g) 向董事會建議個別執行董事及高級管理人員的薪酬待遇。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 make recommendations to the Board on the remuneration of non-executive Directors; | (h) 就非執行董事的薪酬向董事會提出建議； |
| (i) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; | (i) 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件； |
| (j) 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; | (j) 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； |

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| <p>(k) 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;</p> | <p>(k) 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；</p> |
| <p>(l) to ensure that no Director or any of their associates is involved in deciding that Director's own remuneration;</p> | <p>(l) 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；</p> |
| <p>(m) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules (as amended from time to time); and</p> | <p>(m) 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；及</p> |
| <p>(n) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time</p> | <p>(n) 考慮及執行董事會不時界定或委派或上市規則不時規定的其他事項。</p> |

8. Annual general meeting

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.

股東周年大會

委員會主席，或在委員會主席缺席時另一名委員（或如該名委員未能出席，則其適當委任的代表）應出席本公司的股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

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

The articles of association of the Company (as amended from time to time) regulating the meetings and proceedings of the Board shall apply to the meetings and proceedings of the Committee.

本公司組織章程的持續適用

本公司組織章程（經不時修訂）對董事會會議及程序的規定適用於委員會的會議及程序。

10. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company (as amended from time to time) and the Listing Rules (as amended from time to time), 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

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 23 September 2019 and amended on 28 March 2023

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程（經不時修訂）及上市規則（經不時修訂）的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

委員會職權範圍的刊登

委員會應在本公司的網站及聯交所的網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。

於2019年9月23日採納及於2023年3月28日修訂