



## **MELBOURNE ENTERPRISES LIMITED**

**萬邦投資有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 158)

### **Terms of Reference of Remuneration Committee**

#### **Membership**

1. Members of the Remuneration Committee (the “Committee”) shall be appointed by the board of Directors of the Company (the “Board”). It shall consist of not less than three members.
2. The majority of the Committee members shall be independent non-executive Directors.
3. The Chairman of the Committee shall be appointed by the Board and must be an independent non-executive Director.
4. The Company Secretary or such other person appointed by the Chairman of the Committee shall be the secretary of the Committee.

#### **Attendance at Meetings**

5. The Committee Chairman may invite any Board member or senior management of the Company or any other person to attend any of its meetings as the Committee Chairman may from time to time consider desirable to assist the Committee in the discharge of its responsibilities.

#### **Frequency of Meetings**

6. The Committee shall meet at least once a year and as otherwise required.

#### **Notice of Meetings**

7. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any member of the Committee.

#### **Quorum**

8. The quorum necessary for the transaction of business of the Committee shall be two.

#### **Minutes of Meetings**

9. Full minutes of the Committee meetings shall be kept by the secretary of the Committee.

10. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records within a reasonable time after each meeting.

### **Authority**

11. The Committee shall consult the Chairman of the Board and/or Chief Executive about their remuneration proposals for other executive Directors.
12. The Committee shall be provided with sufficient resources to perform its duties.
13. The Committee is authorized by the Board:
  - (a) to carry out such related matters in accordance with its terms of reference;
  - (b) to obtain any information it requires from any employees of the Company and all the employees of the Company are required to co-operate with any request made by the Committee; and
  - (c) to seek legal or other independent professional advice, at the Company's expense, to perform its responsibilities, and such advisor(s) may attend meetings as necessary.

### **Duties**

14. The duties of the Committee shall include:-
  - (a) to make recommendations to the Board on the Company's policy and structure for all Director's 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;
  - (c) to make recommendations to the Board on the remuneration packages, including benefits in kind, pension rights, compensation payments and compensation payable for loss or termination of their office or appointment, of individual executive Directors and senior management;
  - (d) to make recommendations to the Board on the remuneration of non-executive Directors;
  - (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
  - (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;
  - (g) 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;
  - (h) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
  - (i) to review and recommend to the Board to approve matters relating to share

schemes under Chapter 17 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended from time to time);

- (j) to give due consideration to applicable laws and regulations, including the Listing Rules; and
  - (k) to consider any other matters specifically referred to the Committee by the Board.
15. Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman of the Committee or any such other person designated by the Committee.

#### **Review**

16. The Committee shall periodically review the adequacy of these terms of reference and recommend to the Board any necessary changes.

#### **Publication of the Terms of Reference**

17. The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on both the Company’s website and the website of the Stock Exchange.

Revised on 28 May 2025