中國心連心化肥有限公司*

(「本公司」)

(於新加坡註冊成立的有限公司)

(E f ective from 18 November 2022)

薪酬委員會的職權範圍

(自2022年11月18日起生效)

成員

1.1 Members of the Remuneration Committee shall be appointed by the board of directors (the “ ”) of the Company.
薪酬委員會的成員須由本公司董事會(「**董事會**」)委任。

1.2 The majority of the members of the Remuneration Committee must be independent non-executive directors.
薪酬委員會的大部份成員必須為獨立非執行董事。

主席

2.1 The chairman of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive director.
薪酬委員會的主席須由董事會委任,並必須由獨立非執行董事擔任。

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薪酬委員會的秘書將由本公司秘書(「**公司秘書**」)出任。公司秘書(若其未能出席,則其委派的代表或由薪酬委員會在會議上委任的人士)應出席薪酬委員會會議及為會議作記錄。

* *For identi f cation purpose only 僅供識別*

薪酬委員會會議的程序

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating proceedings of directors' meetings shall apply to the meetings and proceedings of the Remuneration Committee.

除下文另有指明外，載列於本公司的組織章𥹥裔

4.3.2 Where appropriate or required, the other directors, head of human resources, relevant senior management and persons(s) invited by a member of the Remuneration Committee shall normally attend meetings of the Remuneration Committee.
在合適或需要的情況下，其他董事、人力資源部主管、相關高級管理人員及由薪酬委員會成員邀請的人士通常可出席薪酬委員會會議。

會議通告

4.4.1 A meeting of the Remuneration Committee may be convened by any of its members or by the Company Secretary.
薪酬委員會會議可由任何一位成員或公司秘書召開。

4.4.2 Unless otherwise agreed by all the members of the Remuneration Committee, notice of at least 14 days shall be given for a regular meeting of the Remuneration Committee. For all other meetings of the Remuneration Committee, reasonable notice shall be given.
除非薪酬委員會全體成員另作協議，否則薪酬委員會定期會議的通知應最遲在會議舉行日期前14天發出。至於其他薪酬委員會會議，應發出合理通知。

4.4.3 Agenda and accompanying supporting papers shall be sent, in full, to all members of the Remuneration Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).
會議議程及全部相關文件應最遲在會議舉行日期前3天（或由成員協定的其他時限）送交薪酬委員會全體成員及（如適合）其他出席會議人士。

會議紀錄

4.5.1 The secretary of the Remuneration Committee meeting shall record in sufficient detail the matters considered and decisions reached by the Remuneration Committee, including the names of those present and in attendance and any concerns raised by any member of the Remuneration and/or dissenting views expressed.
薪酬委員會會議的秘書應對薪酬委員會在會議上所考慮事項及達致的決議作足夠詳細的記錄，其中應該包括出席會議人士的姓名和薪酬委員會成員提出的任何疑慮及／或表達的反對意見。

4.5.2 Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comment and records respectively, within a reasonable time after the meeting.
薪酬委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內發送予薪酬委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

4.5.3 Minutes of meetings of the Remuneration Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Remuneration Committee or the Board at any reasonable time on reasonable notice.
薪酬委員會的完整會議紀錄應由公司秘書保存，並應在任何薪酬委員會或董事會成員發出合理通知時，公開有關會議紀錄供其在任何合理的時段查閱。

書面決議案

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ ”), written resolution may be passed and adopted by all members of the Remuneration Committee.
在不影響香港聯合交易所有限公司證券上市規則(「《**上市規則**》」)的任何規定下，薪酬委員會可在全體成員同意下通過及採納書面決議案。

薪酬委員會的責任及職權

5.1 The responsibilities and authorities of the Remuneration Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “ ”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).
薪酬委員會的責任及職權包括載列於《上市規則》附錄14之《企業管治守則》(「《**企業管治守則**》」)相關守則條文(不時作出修訂)內的責任及職權。

5.2 The Remuneration Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized 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.
董事會授權薪酬委員會按照其職權範圍進行任何調查。薪酬委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與薪酬委員會合作，以滿足其任何要求。

(e) To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件。

(f) To review and approve compensation payable to executive directors and senior management for any loss or termination of o f ce or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
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。

(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 that are otherwise reasonable and appropriate.
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。

(h) To ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.
確保任何董事或其任何聯繫人不得參與釐定他／她自己的薪酬。

(i) 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。

5.5 The Remuneration Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice, at the Company's expense, if necessary.
薪酬委員會應獲供給充足資源以履行其職責，及在有需要時可尋求獨立專業意見，費用由本公司支付。

5.6 All members of the Remuneration Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.
薪酬委員會的所有成員均可聯絡公司秘書尋求其意見及獲取其服務，成員亦可個別聯絡本公司的高級管理人員以獲取所需資料。

匯報責任

6.1 The Remuneration 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).
薪酬委員會應向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

股東周年大會

7.1 The chairman of the Remuneration Committee or in his/her absence, another member of the Remuneration Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Remuneration Committee's work and responsibilities.
薪酬委員會主席應出席股東周年大會（若薪酬委員會主席未能出席，則薪酬委員會的另一名成員出席，或如該名成員未能出席，則其適當委任的代表出席），並於會上回答有關薪酬委員會的工作及責任的提問。

Note: ***If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.***

註： ***如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。***