



**亞勢備份軟件開發有限公司**

**AHSAY BACKUP SOFTWARE DEVELOPMENT COMPANY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8290)

**TERMS OF REFERENCE OF  
REMUNERATION COMMITTEE**

*(adopted by the Company pursuant to the board resolution passed on 4  
September 2015)*

## **AHSAY BACKUP SOFTWARE DEVELOPMENT COMPANY LIMITED**

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

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#### ***Formation***

1. The board (the “**Board**”) of directors (the “**Directors**”) of Ahsay Backup Software Development Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has resolved to establish a remuneration committee (the “**Committee**”) with the authority, responsibility and specific duties as described below.

#### ***Composition and Quorum***

2. The Committee shall be appointed by the Board amongst the non-executive Directors and executive Directors of the Company. A majority of the Committee members should be independent non-executive Directors. The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive Director. The Committee shall consist of not less than 3 members. A quorum shall be two (2) members.
3. Unless otherwise provided in these terms of reference, the meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.
4. The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.
5. Meetings could be held in person, by telephone or by video conference.

#### ***Frequency of meetings***

6. Meetings of the Committee shall be held not less than once a year and additional meetings shall be held as the work of the Committee demands.

#### ***Authority***

7. The Committee is authorised by the Board to investigate any activity within its 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 Committee.
8. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### ***Duties***

9. The duties of the 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) either: (i) to determine, with delegated responsibility, the benefits in kind, pension rights and compensation payments of individual executive Directors and senior management, including any compensation payable for loss or termination of the

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- Directors or senior management's office or appointment (the "**Remuneration Packages**"); or (ii) to make recommendations to the Board on the Remuneration Packages of individual executive Directors and senior management;
- (c) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
  - (d) to review and approve the management's remuneration proposal with reference to the Board's corporate goals and objectives;
  - (e) to review and approve the 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 otherwise fair and not excessive;
  - (f) 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;
  - (g) to make recommendations to the Board on the remuneration of non-executive Directors;
  - (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration;
  - (i) to consult the chairman and/or the chief executive about their remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary; and
  - (i) to consider other topics as defined by the Board.

### ***Reporting procedures***

- 10. The secretary or his representative shall circulate draft and final versions of the minutes of meetings to all committee members for their comment and records within a reasonable time after the meeting.
- 11. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

### ***Note:***

If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

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