福田實業(集團)有限公司
Fountain Set (Holdings) Limited

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薪酬委員會職權範圍書

Terms of Reference of the Remuneration Committee

（於 2026 年 11 月更新）

(Updated in November 2026)

1. 序言 Foreword

福田實業（集團）有限公司（「本公司」）董事（「董事」）會（「董事會」）已修訂及採納本薪酬委員會（「薪酬委員會」或「委員會」）職權範圍，以反映《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）及其附錄 C1《企業管治守則》的相關要求。本職權範圍於 2026 年 11 月更新。

The board (the "Board") of directors (the "Director(s)") of Fountain Set (Holdings) Limited (the "Company") has revised and adopted these terms of reference of the remuneration committee of the Company (the "Remuneration Committee" or the "Committee") to reflect the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Corporate Governance Code set out in Appendix C1 thereto. These terms of reference have been updated in November 2026.

2. 成員 Membership

薪酬委員會成員須由董事會從董事中委任，必須以獨立非執行董事占大多數。委員會最少須由 3 名成員組成。

The Remuneration Committee shall be appointed by the Board from amongst the Directors with a majority of independent non-executive Directors. It shall consist of not less than 3 members.

薪酬委員會主席須由董事會委任，並須為獨立非執行董事。主席未能出席任何會議時，委員會須從出席會議的成員中選出一名成員擔任該次會議的主席。

The Chairman of the Remuneration Committee shall be appointed by the Board and shall be an independent non-executive Director. In the absence of the Chairman at any meeting, the Committee shall elect one of the members present to chair the meeting.

委員會秘書（「秘書」）須由公司秘書或其授權代表出任。

The Company Secretary shall be the secretary of the Committee (the "Secretary") or his/her authorised representative.

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3. 出席會議 Attendance at meetings

委員會會議的法定人數為任何兩名成員，其中至少一名須為獨立非執行董事。
A quorum shall be any two members, at least one of whom shall be an Independent Non-Executive Director.

會議可由成員親身出席、透過電話或視像會議進行。成員可透過會議電話或類似通訊器材或能讓全部與會人士聆聽對方聲音之電子通訊方式參與會議。
Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

於任何會議提呈之委員會決議案，須由出席成員以大多數票數通過。
Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.

由全體成員簽署之書面決議案，其效力及作用與決議案於正式召開及舉行之委員會會議上通過無異。書面決議不應取代就重大事項舉行委員會會議的常規做法。
A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. 會議次數 Frequency of meetings

委員會每年須至少召開一次會議。
The Committee shall meet at least once a year.

5. 權力 Authority

董事會授權薪酬委員會按照其職權範圍進行相關職務。薪酬委員會有權向任何雇員索取任何所需資料及向主席及/或行政總裁作出諮詢。所有雇員亦獲指示與薪酬委員會合作，滿足其任何要求。
The Remuneration Committee is authorized by the Board to perform duties within its terms of reference. It is authorized to seek any information it requires from any employee and to consult the Chairman and/or chief executive. All employees are directed to co-operate with any request made by the Remuneration Committee.

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薪酬委員會須獲供給充足資源以履行其職務。董事會授權薪酬委員會向外諮詢法律或其他獨立的專業意見（可經由公司秘書安排尋求獨立專業意見），費用由本公司承擔；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議，以履行其職責。

The Remuneration Committee shall be provided with sufficient resources to discharge its duties. The Remuneration Committee is authorized by the Board to obtain outside legal or other independent professional advice (which may be sought through arrangement by the company secretary), at the expense of the Company and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

如董事會不採納薪酬委員會就重大事項提出的建議，委員會有權要求在企業管治報告中披露委員會的意見以及董事會不採納該等建議的理由。

If the Board does not adopt the recommendations of the Remuneration Committee on any material matter, the Committee shall have the right to require that the views of the Committee and the reasons for the Board's non-adoption of such recommendations be disclosed in the Corporate Governance Report.

6. 職務 Duties

薪酬委員會須履行以下責任：

The Remuneration Committee shall perform the following duties:

(a) 就董事薪酬政策的制定，向董事會提出建議；
to make recommendations to the Board on the remuneration policy of all Directors;

(b) 就全體董事及高級管理人員的薪酬政策及架構，以及就設立正規而具透明度的程式制訂薪酬政策，向董事會提出建議。（《企業管治守則》第 E.1.2(a)條）
to make recommendations to the Board on the policy for the remuneration of all Directors and senior management, and on the establishment of a formal and transparent procedure for developing such policy. (Code Provision E.1.2(a))

(c) 審議行政總裁所提出的集團薪酬政策，並向董事會提出建議；
to review and approve on the remuneration policy of the Group proposed by the Chief Executive Officer and make recommendations to the Board;

(d) 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及績效考核指標建議；
to review and approve the management's remuneration and incentive assessment indicators proposals with reference to the Board's corporate goals and objectives;

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(e) 就個別執行董事及高級管理人員（包括副總裁及以上職位）的績效考核指標及薪酬待遇向董事會提出建議，包括非金錢利益、退休金權利及賠償金額（包括因喪失或終止職務或委任而應付的賠償）；
to make recommendations to the Board on the performance assessment indicators and remuneration packages of individual executive Directors and senior management (including Vice Presidents and higher-ranking positions), including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of office or appointment;

(f) 就非執行董事的薪酬向董事會提出建議；
to make recommendations to the Board on the remuneration of non-executive Directors;

(g) 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雇用條件；
to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;

(h) 檢討及批准因個別執行董事及高級管理人員（包括副總裁）喪失或終止職務或委任而應付的賠償，以確保有關賠償與合約條款一致；如未能與合約條款一致，有關賠償亦須公平合理，而不致過多；
to review and approve compensation payable to individual executive Directors and senior management (including Vice Presidents) 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;

(i) 檢討及批准因董事行為失當而解雇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；
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;

(j) 確保任何董事或其任何聯繫人不得參與厘定他們自己的薪酬；
to ensure that no Director or any of his associates is involved in deciding his own remuneration;

(k) 須向股東建議，如何就任何須取得股東批准的董事服務合約，進行表決；
to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval;

(l) 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。（《企業管治守則》第E.1.2(i)條）
to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. (Code Provision E.1.2(i))

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(m) 就其他執行董事的薪酬建議諮詢主席及/或行政總裁。（《企業管治守則》第 E.1.1 條）
to consult the Chairman and/or the Chief Executive Officer about their remuneration proposals for other executive Directors. (Code Provision E.1.1)

(n) 除非確有需要，一般不得向獨立非執行董事授予帶有績效表現相關元素的股本權益酬金（例如購股權或贈授股份），以避免其決策偏頗及影響客觀性和獨立性。（《企業管治守則》第 E.1.9 條）
Unless there are genuine exceptional circumstances, independent non-executive Directors shall not generally be granted equity-based remuneration with performance-related elements (e.g. share options or granted shares), which could bias their decision-making and compromise their objectivity and independence. (Code Provision E.1.9)

(o) 處理任何事情以執行董事會授予薪酬委員會之職責；及
to do any such things to enable the Remuneration Committee to discharge its duties conferred on it by the board; and

(p) 以符合不時按董事會訂明、本公司的憲章檔內所列載、法例及/或規則訂立之任何要求、方向及規例。
to conform to any requirement, direction, and regulation that may from time to time be prescribed by the board or contained in the company's constitution or imposed by legislation and/or rules.

7. 彙報程式 Reporting procedures

薪酬委員會的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。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先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。（《企業管治守則》第 D.3.1 條）
Full minutes of the Remuneration Committee meetings shall be kept by a duly appointed secretary of the meetings (usually the company secretary). Draft and final versions of minutes of the Remuneration Committee meetings shall be sent to all members of the Committee for their comment and records within a reasonable time after the meeting.(Code Provision D.3.1)

秘書應將薪酬委員會的會議記錄及報告向董事會全體成員傳閱。
The secretary shall circulate the minutes of the meetings and reports of the Remuneration Committee to all members of the Board.

薪酬委員會應在本交易所網站及本公司網站上公開其職權範圍，解釋其角色以及董事會轉授予其的權力。（《企業管治守則》第 E.1.3 條）
The Remuneration Committee shall make available its terms of reference on the Exchange's website and the issuer's website, explaining its role and the authority delegated to it by the Board. (Code Provision E.1.3)