



**Vietnam Manufacturing and Export Processing (Holdings) Limited**

**越南製造加工出口(控股)有限公司**

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

(the “Company”)

**TERMS OF REFERENCE OF  
THE REMUNERATION COMMITTEE**

(amended on 19 December 2022)

**1 CONSTITUTION**

- 1.1 The remuneration committee (the “**Committee**”) of the Company was established pursuant to a resolution passed by the board of directors (the “**Board**”) at its meeting held on 24 November 2007.
- 1.2 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company.
- 1.3 The chairman of the Committee shall be appointed by the Board.
- 1.4 The company secretary of the Company shall be the secretary of the Committee.

**2 PROCEEDINGS OF THE COMMITTEE**

- 2.1 Notice:
  - (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days’ notice.
  - (b) A Committee member may and, on the request of a Committee member, the secretary of the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
  - (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
  - (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.
- 2.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee.
- 2.3 Meetings shall be held at least once every year or more frequently if circumstances require.

### **3 WRITTEN RESOLUTIONS**

3.1 Written resolutions may be passed by all Committee members in writing.

### **4 ALTERNATE COMMITTEE MEMBERS**

4.1 A Committee member may not appoint any alternate.

### **5 AUTHORITY OF THE COMMITTEE**

5.1 The Committee may exercise the following powers:

- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract. Senior management shall mean those employees or officers who are determined to be senior management by the Board;
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
- (c) to provide the Committee with sufficient resources to discharge its duties. The Committee shall have the power to request executive directors to attend its meetings. Other persons, such as the human resources manager, may also be called upon by the Chairman of the Committee to attend or to speak; and
- (d) 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.

### **6 DUTIES OF THE COMMITTEE**

6.1 The duties of the Committee shall be:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment, and also make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;
- (c) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (d) to review the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (e) to review compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (g) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and
- (h) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

## **7 MINUTES AND RECORDS**

- 7.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 7.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or the passing of the written resolutions.
- 7.3 The secretary of the Committee shall circulate the minutes of Committee meetings, reports of the Committee and relevant information to all directors of the Company.
- 7.4 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

## **8 POWERS OF THE BOARD**

- 8.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement or revoke these terms of reference and any resolution passed by the Committee, provided that no amendments to, supplement of or 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 or revoked.