

STEVE LEUNG DESIGN GROUP LIMITED

梁志天設計集團有限公司

**Terms of reference for the
Remuneration Committee**

薪酬委員會職權範圍書

(adopted on 11 June 2018)

(於2018年6月11日採納)

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1. Constitution

組織

The board of directors (the “**Board**”) of Steve Leung Design Group Limited (the “**Company**”) hereby resolves to establish a remuneration committee of the Board (the “**Remuneration Committee**”) with the authority, responsibility, and specific duties as described below. The constitution of the Remuneration Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

梁志天設計集團有限公司 (「本公司」) 董事會 (「董事會」) 現議決於董事會轄下成立一個薪酬委員會 (「薪酬委員會」) 並授予其下述權力、責任及具體職責。薪酬委員會的組成必須遵守香港聯合交易所有限公司 (「聯交所」) 不時制定的證券上市規則 (「《上市規則》」) 的要求。

2. Membership

成員

- 2.1. The members of Remuneration Committee (the “**Members**”) shall be appointed by the Board and shall consist of not less than three members, a majority of whom must be independent non-executive directors. A quorum shall be any two Members.

薪酬委員會成員 (「成員」) 須由董事會委任，並由不少於三名成員組成，其中大部分應為獨立非執行董事。薪酬委員會的法定人數為兩名成員。

- 2.2. The chairman of the Remuneration Committee (the “**Chairman**”) shall be appointed by the Board and must be an independent non-executive director.

薪酬委員會主席 (「主席」) 須由董事會委任，並且須為獨立非執行董事。

- 2.3. The company secretary of the Company shall be the secretary of the Remuneration Committee (the “**Secretary**”).

薪酬委員會秘書 (「該秘書」) 為公司秘書。

3. Attendance at meetings

出席會議

- 3.1. Unless otherwise agreed by all the Members, a meeting of the Remuneration Committee (the “**Meeting**”) shall be called by at least fourteen (14) days’ notice. If a Meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a Meeting shall deem to agree to the shorter notice. Notice of any adjourned Meetings is not required if the adjournment is less than fourteen (14) days. Notice shall be given to each Member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by e-mail or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the Secretary by such Member or in such other means as the Members may from time to time determine.

除非全體成員同意，薪酬委員會會議（下稱「會議」）的召集至少需要14天通知。如會議是被縮短的通知所召集，如大多數成員同意，該會議的召集可被視為有效。出席該會議的成員將被視為同意該縮短通知。如果會議延期少於14天，則毋須發出任何續會通告。向各成員發出的會議通知必須於會議召開之前至少14天通過親身口頭傳遞、或者以書面、電話、電郵、電傳、電報、傳真的形式傳達至該名成員不時向該秘書通知的電話號碼、或傳真號碼、或地址，或成員可能不時決定之其他通訊方式。

- 3.2. The Chairman (or in his absence, a Member designated by the Chairman) shall preside at all meetings of the Remuneration Committee. The Chairman shall be responsible for leading the Remuneration Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

主席(或在其缺席情況下，由主席委任一位成員)應主持所有薪酬委員會會議。主席有責任帶領薪酬委員會，包括安排會議、準備議程及定期向董事會報告。

- 3.3. The Secretary or in his absence, his representative or any one Member, shall be the secretary of the Meetings.

該秘書或若其未能出席，其代表或任何一位成員將出任會議秘書。

- 3.4. 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 provided that all persons participating in the Meeting are capable of hearing each other.

會議可以親身或電話或視像會議進行。成員可透過電話會議或同類通訊器材參與會議，惟所有出席會議之人士須可聽到其他與會者發言。

- 3.5. Resolutions of the Remuneration Committee at any Meeting shall be passed by a majority of votes of Members if more than two Members are present and by a unanimous vote if only two Members are present.

任何薪酬委員會的決議如超過兩名成員列席，必須經由大多數列席成員投票贊成才能獲得通過；如列席成員人數只有兩名，則必須一致贊成才能通過。

4. Frequency of meetings

會議次數

Meetings shall be held at least once a year. Only Members are entitled to vote at the Meetings.

會議次數須不少於每年一次。只有成員有權在會議內進行表決。

5. Authority

權力

5.1. The Remuneration Committee is authorised by the Board to:

薪酬委員會獲董事會授權：

(a) determine the remuneration payable to executive directors and members of senior management of the Company, the emolument policies and the basis for determining such emoluments;

決定本公司執行董事和高級管理層的薪酬，薪金政策及其制定依據；

(b) obtain independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary; and
必要時，由本公司付費尋求獨立專業意見及內部或外部的法律、會計或其他顧問的建議或幫助；及

(c) invite members of management to attend its meetings.
邀請管理人員參加其會議。

5.2. The Remuneration Committee shall ensure that no director should be involved in deciding his own remuneration.

薪酬委員會應確保任何董事不得參與決定其自身的薪酬。

5.3. The Remuneration Committee shall report directly to the Board.

薪酬委員會應直接向董事會報告。

5.4. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

薪酬委員會需被提供所載職務的所需資源。

6. Duties 職務

6.1. The duties of the Remuneration Committee shall be:

薪酬委員會的職務如下：

- (a) to make recommendations to the Board on the Company's policy and structure for remuneration of all directors and senior management and on the establishment of a formal and transparent procedure for developing such policy;
就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- (b) to review and approve the management's remuneration proposal with reference to corporate goals and objectives resolved by the Board from time to time;
透過參照董事會不時通過的企業方針及目標，檢討及批准管理層的薪酬；
- (c) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

以下兩者之一：

- (i) 獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇；或
- (ii) 向董事會建議個別執行董事及高級管理人員的薪酬待遇。

此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；

- (d) to make recommendations to the Board on the remuneration of nonexecutive directors;
就非執行董事的薪酬向董事會提出建議；
- (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 the compensation payable to executive directors and senior management for with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant 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，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，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 such arrangements are consistent with contractual terms and 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 associates is involved in deciding his own remuneration;
確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬；
- (i) to determine the policy for the remuneration of executive directors, assess performance of executive directors and approve the terms of executive directors' service contracts;
制定董事薪酬政策、評估執行董事表現，並批准執行董事服務合約之條款；
- (j) to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Listing Rules; and
向股東建議，如何就任何須（根據《上市規則》第13.68條的規定）取得股東批准的董事服務合約，進行表決；以及
- (k) to disclose details of remuneration payable to members of senior management by band in the Company's annual reports.
在本公司年報中按薪酬等級披露高級管理層的薪酬詳情。

7. Reporting procedures 彙報程式

Minutes of the Meetings should be kept by a duly appointed secretary of the Meeting (who should normally be the Secretary). Draft and final versions of the minutes of the Meetings shall be sent to all Members for their comments and records respectively, in both cases within a reasonable time after the Meeting. The Secretary or his representative shall circulate the minutes of Meetings and reports of the Remuneration Committee to all members of the Board.

會議紀錄由正式委任的會議秘書（通常為該秘書）保存。會議記錄的草稿及最終稿應在會議後一段合理時間內先後向全體成員發送，供各成員審閱、表達意見及作其存錄之用。該秘書或其代表須將會議記錄及報告向董事會全體成員傳閱。

8. Publication of the terms of reference of the Remuneration Committee
刊登薪酬委員會職權範圍

These terms of reference of the Remuneration Committee will be posted on the websites of the Company and the Stock Exchange.

薪酬委員會的職權範圍應登載於本公司及聯交所的網站上。

9. Others
其他事項

- 9.1. The Chairman or (in his absence) another Member (or failing this, his 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 activities and its responsibilities.

主席或（在主席缺席時）另一名成員（或如該名成員未能出席，則其適當委任的代表）須出席本公司的股東周年大會並在股東周年大會上回答有關薪酬委員會的職能及責任的提問。

- 9.2. The Remuneration Committee shall evaluate and assess the effectiveness of the Remuneration Committee and the adequacy of these terms of reference on an annual basis and recommend any proposed changes to the Board.

薪酬委員會應每年評價和評估薪酬委員會的有效性和職權範圍是否足夠，並向董事會推薦任何建議變動。

- 9.3. Chinese translation of this document is for reference only. If there is any inconsistency between the original text in English and the Chinese translation, the original text in English shall prevail.

本文件中文翻譯僅供參考之用。如中文翻譯之文義與英文原文有歧義，概以英文原文為準。