

**LEGEND STRATEGY INTERNATIONAL HOLDINGS
GROUP COMPANY LIMITED**
枋濬國際集團控股有限公司

**TERMS OF REFERENCE FOR THE
REMUNERATION COMMITTEE**
薪酬委員會職權範圍書

(adopted on 22 June 2011)
(於 2011 年 6 月 22 日採納)

Legend Strategy International Holdings Group Company Limited

枋濬國際集團控股有限公司

Terms of Reference for Remuneration Committee (adopted on 22 June 2011)

薪酬委員會職權範圍書(於 2011 年 6 月 22 日採納)

Remuneration Committee members :
薪酬委員會成員

Executive Director (執行董事)
Mr. Wong, William (黃煒淙)

Non-Executive Director (非執行董事)
Mr. De Weyer, Daniel Ludovicus
Joannes (戴偉仁)

Independent Non-Executive Director
(獨立非執行董事)
Mr. Tam, Kwok Ming Banny (譚國明)
Dr. Wong, Hak Kun Jerry (黃克勤)
Mr. Tsoi, Wing Sum (蔡榮森)

Chairman of the Remuneration Committee : Mr. Tam, Kwok Ming Banny (譚國明)
薪酬委員會主席 :

Secretary of the Remuneration Committee : Mr. Kam, Tik Lun (金迪倫)
薪酬委員會秘書 :

Legend Strategy International Holdings Group Company Limited

枋濬國際集團控股有限公司

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Constitution

組織

1. The board of directors (the “**Board**”) of Legend Strategy International Holdings Group Company Limited (the “**Company**”) hereby resolves to establish a remuneration committee of the Board (the “**Remuneration Committee**”). The constitution of the Remuneration Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.
枋濬國際集團控股有限公司(“**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**”)。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**”)不時的創業板證券上市規則(“《**創業板上市規則**》”)的要求。

Membership

成員

2. The members of Remuneration Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director.
薪酬委員會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人，其中一人須為獨立非執行董事。
3. The chairman of the Remuneration Committee shall be an independent non-executive director appointed by the Board.
薪酬委員會主席須由董事會委任的獨立非執行董事出任。

Attendance at meetings

出席會議

4. Unless otherwise agreed by all the members of the Remuneration Committee, a meeting (the “**Meeting**”) of the Remuneration Committee shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. 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 telex or telegram

Legend Strategy International Holdings Group Company Limited

枋濬國際集團控股有限公司

Terms of Reference for Remuneration Committee (adopted on 22 June 2011)

薪酬委員會職權範圍書(於 2011 年 6 月 22 日採納)

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. Any notice given orally shall be confirmed in writing. 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 for the purposes of the Meeting.

除非薪酬委員會全體成員同意，薪酬委員會會議（下稱「會議」）的召集至少需要 14 天通知。成員可以，及秘書應該根據會議成員的要求，於任何時間召開會議。向各成員發出的會議通知應該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、電傳、電報、傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼、地址，或成員可能不時決定之其他通訊方式。任何以口頭發出的通知應該以書面形式確認。會議通知應該註明會議舉行的時間和地點，並應附上議程及其他可能需要成員在會議上考慮的文件。

5. The company secretary shall be the secretary of the Remuneration Committee. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Remuneration Committee.

薪酬委員會秘書為公司秘書。薪酬委員會秘書或其未克出席，其代表或任何一位薪酬委員會成員將出任薪酬委員會會議秘書。

6. Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication.

薪酬委員會成員可以親身出席方式或以其他電子通訊設備形式參加薪酬委員會會議。

7. 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委員列席，必須經由大多數列席委員投票贊成才能獲得通過；如列席委員人數只有兩名，則必須一致贊成才能通過。

Frequency of meetings

Legend Strategy International Holdings Group Company Limited

勸濬國際集團控股有限公司

Terms of Reference for Remuneration Committee (adopted on 22 June 2011)

薪酬委員會職權範圍書(於 2011 年 6 月 22 日採納)

會議次數

8. Meetings shall be held at least once a year.
會議次數應不少於每年一次。

Authority

權力

9. The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to perform its duties.
董事會授權薪酬委員會按照其職權範圍向本公司之管理層索取進一步所需資料。
10. The Remuneration 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 necessary.
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；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。

Duties

職務

11. 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 all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration 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 proposals with reference to the Board's corporate goals and objectives;
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建議；

Legend Strategy International Holdings Group Company Limited

勸濬國際集團控股有限公司

Terms of Reference for Remuneration Committee (adopted on 22 June 2011)

薪酬委員會職權範圍書(於 2011 年 6 月 22 日採納)

- (c) either:
以下兩者之一：
- (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
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) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.
向董事會建議個別執行董事及高級管理人員的薪酬待遇。
- This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
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 non-executive 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 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 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

Legend Strategy International Holdings Group Company Limited

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Terms of Reference for Remuneration Committee (adopted on 22 June 2011)

薪酬委員會職權範圍書(於 2011 年 6 月 22 日採納)

consistent with contractual terms and are otherwise reasonable and appropriate; and

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；及

- (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。

Reporting procedures

彙報程式

12. Draft and final versions of the minutes of the Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of meetings and reports of the Remuneration Committee to all members of the Board.

薪酬委員會會議記錄的草稿及最終稿應向各薪酬委員會成員傳閱及存錄。薪酬委員會秘書或其代表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。

Publication of the terms of reference of the Remuneration Committee

刊登審核委員會職權範圍

13. The terms of reference of the Remuneration Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.

薪酬委員會的職權範圍應登載於其網站及聯交所網頁上，及在有人要求時，提供有關資料。

Others

其他事項

Legend Strategy International Holdings Group Company Limited

勸濬國際集團控股有限公司

Terms of Reference for Remuneration Committee (adopted on 22 June 2011)

薪酬委員會職權範圍書(於 2011 年 6 月 22 日採納)

14. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee 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 their responsibilities.

薪酬委員會的主席，或在該委員會的主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）應出席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。

15. The Remuneration Committee should be provided with sufficient resources to perform its duties.

薪酬委員會應獲供給充足資源以履行其職責。

- [16. The Remuneration Committee should consult the chairman and/or chief executive of the Company about their remuneration proposals for other executive directors.

薪酬委員會應就其他執行董事的薪酬建議諮詢本公司主席及／或行政總裁。]