



# **CRAZY SPORTS GROUP LIMITED**

**瘋狂體育集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 82)

## **Remuneration Committee of Crazy Sports Group Limited (the “Company”) (the “Committee”)**

### **TERMS OF REFERENCE**

The Committee was set up in 2007. The majority of the Committee members are independent non-executive directors of the Company.

#### **1 MEMBERSHIP**

- 1.1 The Committee members shall be appointed by the board of directors of the Company (the “Board”) from amongst the directors of the Company (the “Directors”) of which a majority so appointed shall be independent non-executive Directors whose terms shall run concurrently with their terms as the Directors.
- 1.2 The chairman of the Committee shall be appointed by the Board and must be an independent non-executive Director.
- 1.3 The Committee shall consist of not less than three members.

#### **2 MODEL ADOPTED**

*(for determining remuneration packages of the executive Directors and senior management)*

The Committee shall perform an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of the executive Directors and senior management.

#### **3 AUTHORITY**

- 3.1 The Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

- 3.2 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.
- 3.3 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 at the Company's expenses.
- 3.4 The Committee shall be provided with sufficient resources by the Company to perform its duties.

#### **4 DUTIES**

The Committee shall perform the following duties:

- 4.1 to make recommendations to the Board on the Company's policy and structure for all the Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 4.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 4.3 to consult the chairman and/or the chief executive of the Company about their remuneration proposals for other executive Directors;
- 4.4 to make recommendations to the Board on the remuneration packages of individual executive Directors (a significant proportion of which should be structured so as to link rewards to corporate and individual performance) and senior management of the Company which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 4.5 to make recommendations to the Board on the remuneration of non-executive Directors;
- 4.6 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 4.7 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;
- 4.8 to review and approve compensation arrangements relating to dismissal or removal of the Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- 4.9 to ensure that no Director or any of his associates is involved in deciding his own remuneration;

- 4.10 when the occasion arises, to advise shareholders with respect to any service contracts of Directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules");
- 4.11 to review from time to time as appropriate these terms of reference and the effectiveness of the Committee and recommend to the Board any necessary changes;
- 4.12 to address and deal with such other matters as may be delegated by the Board to the Committee; and
- 4.13 to exercise such other powers, authorities and discretions, and perform such other duties in relation to the remuneration of the Directors and senior management as the Board may from time to time delegate to it, having regard to the Corporate Governance Code and the Listing Rules.

## **5 MEETINGS AND REPORTS**

- 5.1 The Committee shall meet not less than once a year.
- 5.2 The meetings and proceedings are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of the Directors.
- 5.3 The Committee may invite any Directors or executives of the Company or other persons to attend meetings of the Committee as it may from time to time consider desirable to assist the Committee in performing its duties.
- 5.4 Information in relation to the Committee shall be included for the accounting period in the Corporate Governance Report in the annual reports of the Company as required by the Listing Rules from time to time.

The terms of reference of the Committee are available on The Stock Exchange of Hong Kong Limited's website and the Company's website.

*Revised: 7 December 2021*