

ROMA GROUP LIMITED
(a company with limited liability incorporated in the Cayman Islands)
(於開曼群島註冊成立的有限責任公司)

REMUNERATION COMMITTEE
薪酬委員會

TERMS OF REFERENCE
職權範圍

Foreword
前言

Pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the board of directors (the “**Board**”) of Roma Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has adopted terms of reference of the remuneration committee of the Company (the “**Committee**”) in accordance with such code.

依據「香港聯合交易所有限公司創業板證券上市規則」（「**創業板上市規則**」），ROMA GROUP LIMITED（「**本公司**」，與子公司統稱為「**本集團**」）的董事會（「**董事會**」）採納了薪酬委員會（「**委員會**」）符合創業板上市規則的職權範圍。

Membership
會議成員

1. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the non-executive directors. The majority of the Committee members must be the independent non-executive directors of the Company (“**INEDs**”).

委員會須由至少三名成員組成（「**成員**」），並須由董事會從本公司的非執行董事當中委任。委員會的絕大部分成員須為本公司獨立非執行董事（「**獨立非執行董事**」）。

The initial members of the Committee are Mr. LAM Pak Cheong, Mr. CHAN Ka Kit, Mr. LUK Kee Yan Kelvin and Mr. NG Simon.

委員會首批成員是林栢昌先生、陳家傑先生、陸紀仁先生及伍世榮先生。

2. The chairman of the Committee shall be appointed by the Board.
委員會主席須由董事會委任。

Mr. LAM Pak Cheong shall be the first chairman.
林栢昌先生應為首任主席。

3. The company secretary of the Company or his/her delegate shall be the secretary of the Committee.
本公司的公司秘書或其代表須擔任委員會秘書。

Attendance at meetings
出席會議

4. A quorum shall be two Members, one of whom shall be the chairman of the

Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.

會議法定人數應為兩名成員，其中一名必須為委員會主席。其他非委員會成員的董事會成員，須要得到委員會主席的允許才有權參加委員會的任何會議，但其不得被計入法定人數。

Frequency of meetings

會議次數

5. The Committee members may call any meetings at any time when necessary or desirable.

每當需要或合宜時委員會成員可召開任何會議。

Authority

授權

6. The Committee should consult the chairman and/or chief executive officer of the Company about their proposals relating to the remuneration of other executive directors of the Company, if any, and, at the expenses of the Company, have access to professional advice if considered necessary.

委員會應就其他執行董事的薪酬建議諮詢主席及/或行政總裁，如認為有需要，亦可索取專業意見，而有關支出由本公司承擔。

The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including the members of the Board).

董事會授權委員會在其職權範圍內調查任何活動、並在其職責範圍內向本公司及其附屬公司（包括董事會成員）的僱員尋求所需的任何資料。

Duties

職責

7. The duties of the Committee shall be, but not be limited to the following:

委員會的職責包括但不限於下列內容：

- (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 remuneration;

就全體董事及高級管理層成員的全體薪酬政策及架構以及就此制定正規及具透明度的政策程序，向本公司董事會作出建議；

- (b) to have the responsibility to determine the remuneration packages of all executive directors of the Group and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and 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;

為本集團全體執行董事及高級管理層成員釐定個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及補償金，包括任何因彼等離職或終止聘用或委任而應付的補償金金額，以及就非執行董事的薪酬向董事會作出建議；委員會應考慮例如同類公司所支付的薪金、須付出的時間承諾及職責、本集團在其他職位的僱用條件以及是否應該按表現而厘定薪酬等；

- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the board from time to time;
因應董事會不時通過的企業方針及目標檢討及批准按表現而厘定的薪酬；
- (d) to review and approve the compensation payable to executive directors and senior management of the Group 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;
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；
- (e) to review and approve 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;
審閱及批准就因董事行為失當而遭撤職或免職而作出的賠償安排，以確保該等安排乃與合約條款一致，若未能與合約條款一致，有關賠償亦須合理適當；
- (f) to ensure that no director or any of his/her associates is involved in the determination of his/her own remuneration and that, as regards the remuneration of a non-executive director who is a member of the Committee, his/her remuneration should be determined by the other members of the Committee; and
確保任何董事或其任何聯繫人士不得參與釐定他自己酬金，有關非執行董事（委員會成員）的酬金，其薪酬須由委員會的其他成員釐定；及
- (g) to advise shareholders of the Company with respect to any service contracts of directors that require shareholders' approval under the GEM Listing Rules.
就董事任何服務合同對本公司股東作出建議，該合同要求股東根據香港聯合交易所有限公司創業板證券上市規則作出批准。

For the purpose of this paragraph, "senior management" shall refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under Appendix 1 of the GEM Listing Rules.

就本款而言，「高級管理人員」指公司年報內提及的同一類別的人士；按《上市規則》附錄十六，這類人士的身份須予以披露。

Reporting Procedures

匯報程序

8. The secretary of the Committee or his/her representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
秘書或其代表須向董事會全體成員傳閱委員會會議記錄及報告。
9. The Committee shall report to the Board of its findings, decisions and recommendations.
委員會須向董事會報告其調查結果，決議及建議。
10. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.
董事會報告及委員會會議記錄於提呈董事會前須經委員會批准。

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