

SPROCOMM INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 1401)

(股份代號：1401)

(the “Company” and 「本公司」)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE (“COMMITTEE”) OF THE BOARD OF DIRECTORS (“BOARD”) OF THE COMPANY 董事會(「董事會」)薪酬委員會(「委員會」) 權責範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 18 October 2019.

2. Membership

2.1 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 the majority of which should be independent non-executive directors of the Company.

2.2 The chairman of the Committee shall be an independent non-executive director and shall be appointed by the Board.

2.3 The company secretary of the Company shall be the secretary of the Committee.

1. 組成

1.1 本委員會是按本公司董事會於2019年10月18日會議通過成立的。

2. 成員

2.1 委員會成員由董事會從董事會成員中挑選，委員會人數最少3名，而大部分成員須為本公司的獨立非執行董事。

2.2 委員會主席由獨立非執行董事擔任及由董事會委任。

2.3 本公司的公司秘書為委員會的秘書。

2.4 The appointment of the members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

3. Proceedings of the Committee

3.1 Notice:

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), 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 to 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.

2.4 經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員或秘書。

3. 會議程序

3.1 會議通知：

- (a) 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於七天。
- (b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或委員會成員不時議定的其他方式發出予各委員會成員不時通知秘書的電話或傳真號碼或電郵地址或郵寄地址。
- (c) 任何口頭發出的會議通知，應盡快(及在會議召開前)以書面方式確實。

(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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

3.3 **Frequency:** Meetings shall be held at least once every year.

3.4 No Committee member may vote on any resolution of the Committee regarding his own remuneration.

3.5 Resolutions may be passed by all Committee members in writing, but such resolutions in writing must be signed by all members of the Committee.

(d) 召開會議的通告必須說明開會目的、時間及地點及連同議程及其他需要各委員會成員為了會議而參閱的有關文件。第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的最少三天前(或委員會全體成員協定的其他時間內)送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

3.2 **法定人數:** 法定人數為兩位委員會成員。

3.3 **開會次數:** 每年最少開會一次。

3.4 委員會成員不能就有關其本身的薪酬決議上投票。

3.5 委員會成員可以以書面贊成方式通過任何決議，惟所有委員會成員必須簽字。

4. Overriding principles

- 4.1 Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary.
- 4.2 No director should be involved in deciding his own remuneration.
- 4.3 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors and have access to independent professional advice if necessary.

5. Alternate Committee members

- 5.1 A Committee member may not appoint any alternate.

6. Authority of the Committee

- 6.1 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 Board for any changes to the proposed terms of such contract;

4. 首要的基本規則

- 4.1 所定薪酬的水平應足以吸引及挽留董事管好公司營運，而又不致支付過多的酬金。
- 4.2 任何董事不得參與訂定本身的酬金。
- 4.3 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，如有需要，亦可尋求獨立專業意見。

5. 委任代表

- 5.1 委員會成員不能委任代表。

6. 委員會的權力

- 6.1 委員會可以行使以下權力：
 - (a) 在簽訂有關合同前，審閱任何董事及高級管理人員將會簽訂的服務合同及向董事會就變更該等合同的條款提出建議；

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| <p>(b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;</p> | <p>(b) 就執行董事及其他高級管理人員的薪酬、獎金及福利提出建議；</p> |
| <p>(c) to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;</p> | <p>(c) 在有證據顯示本集團董事及其他僱員失職時，要求董事會召開股東大會(如有需要)罷免有關人員的職務；</p> |
| <p>(d) to obtain, at the cost of the Company, independent legal or other professional advice from outsiders with relevant experience and expertise on any matters within these terms of reference as it considers necessary and to secure the attendance of such outsiders at its meetings as it considers necessary;</p> | <p>(d) 如委員會覺得有需要，可就本職權範圍事宜向外尋求有相關經驗及專業才能的獨立第三方的獨立法律及其他專業意見並由本公司負責有關費用，並在有需要時邀請該等人士出席委員會會議。前述費用由本公司承擔；</p> |
| <p>(e) to have access to sufficient resources in order to perform its duties;</p> | <p>(e) 可取得充足資源以履行其職務；</p> |
| <p>(f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and</p> | <p>(f) 每年檢討本職權範圍及其履行職責時的有效性，及如委員會覺得有需要，可向董事會提供修改建議；及</p> |

(g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

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

7. Duties

7.1 The duties of the Committee shall be:

- (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;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) 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;

(g) 為使委員會能恰當地執行其於第七章項下的責任，其認為有需要及便捷的權力。

6.2 委員會應獲供給充足資源以履行其職責。

7. 薪酬委員會的責任

7.1 薪酬委員會負責履行以下責任：

- (a) 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) 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；
- (c) 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)；

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| (d) to make recommendations to the Board on the remuneration of non-executive directors; | (d) 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; | (e) 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; | (f) 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 consistent with contractual terms and are otherwise reasonable and appropriate; | (g) 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; and | (h) 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；及 |
| (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. | (h) 審視及／或批准有關上市規則第17章下的股份計劃事宜。 |

8. Reporting procedures

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall send 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 before the passing of the written resolutions.
- 8.3 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.

9. Continuing application of the articles of association of the Company

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

8. 會議紀錄及書面決議的傳閱

- 8.1 委員會的完整會議紀錄及書面決議應由委員會秘書保存。
- 8.2 委員會秘書應於委員會會議結束後或書面決議簽署前一段合理時段內，先後把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。
- 8.3 委員會秘書應將各財政年度內委員會舉行的會議的會議紀錄及個別成員出席紀錄按其名字備存於本公司。

9. 本公司組織章程的持續適用

- 9.1 本公司章程內規範的董事會會議及會議程序的規定，除被本職權範圍的條文替代之外，均適用於委員會的會議及會議程序。

10. Powers of the Board

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report 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 and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and 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.

10. 董事會權力

10.1 本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》及《企業管治報告》或公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟修訂及廢除本職權範圍的規則及委員會通過的決議並不影響任何委員會已經通過的決議或已採取的行動的有效性。