



MICHONG METAVERSE (CHINA) HOLDINGS GROUP LIMITED
米虫元宇宙(中國)控股集團有限公司

(Formerly known as Nomad Technologies Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

(the “**Company**”)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

The remuneration committee (the “**Committee**”) of the Company is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on 11 November 2019. The terms of reference of the Committee have been revised and approved by the Board on 21 December 2022.

1 MEMBERSHIP

- 1.1 The Committee shall consist of not less than three Directors appointed by the Board from time to time. The majority of the members of the Committee shall be Independent Non-executive Directors of the Company.
- 1.2 The chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director of the Company.
- 1.3 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of a member of the Committee shall be automatically revoked if such member ceases to be a member of the Board.
- 1.4 Each member shall disclose to the Committee:
 - (i) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
 - (ii) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

- 1.5 Save as otherwise appointed by the Committee, the Company Secretary shall be the secretary of the Committee and in the absence of the secretary of the Committee, a member of the Committee or his/her nominee shall act as the secretary of the Committee.

2 FREQUENCY AND PROCEEDINGS OF MEETINGS

- 2.1 To advise the members of the Committee, the Committee may, from time to time, invite to the meetings of the Committee advisors who include but not limited to external advisors or consultants.
- 2.2 The Committee shall meet not less than once every year. Additional meetings shall be held as the work of the Committee demands or as directed by the Board.
- 2.3 Meetings of the Committee shall be called by its chairman of the Committee, a member of the Committee or at the request of the Board.
- 2.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, or any other person required to attend at least 5 working days prior to the date of the meeting.
- 2.5 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members of the Committee may agree).
- 2.6 Each member of the Committee shall be entitled, by notice to the secretary of the Committee, to include other matters relevant to the functions of the Committee in the agenda of the Committee meeting.
- 2.7 The quorum of a meeting shall be two members of the Committee and one of them must be an Independent Non-executive Director of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

- 2.8 The chairman of the Committee shall chair the meetings of the Committee. If the Chairman of the Committee and/or his/her appointed deputy is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present at the meeting shall elect one amongst themselves to chair the meeting of the Committee.
- 2.9 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members of the Committee present shall represent an act of the Committee. In case of an equality of votes, the chairman of the meeting shall have a casting vote.
- 2.10 Without prejudice to any requirements under the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) and the articles of association of the Company, written resolution may be passed and adopted by all members of the Committee. Such resolution may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

3 DUTIES, POWERS AND FUNCTIONS

The Committee shall report directly to the Board. The Committee shall be provided with sufficient resources to perform its duties and is authorised to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company’s reasonable expense, if it considers necessary.

The Committee shall

- (a) consult the chairman of the Board and/or the Chief Executive Officer of the Company (where applicable) about their remuneration proposals for other Executive Directors.
- (b) review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives and the remuneration policy for Directors and senior management of the Company (the “**Remuneration Policy**”);
- (c) either (i) determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management; or (ii) make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management of the Company. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) make recommendations to the Board on the remuneration of the Non-executive Directors and the Independent Non-executive Directors of the Company;

- (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries with reference to the Remuneration Policy;
- (f) review and approve compensation payable to the Directors and senior management of the Company 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 in accordance with the Remuneration Policy;
- (g) review and approve compensation arrangements relating to dismissal or removal of Directors of the Company for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) ensure that no Director of the Company or any of his/her associates is involved in deciding his/her own remuneration;
- (i) make recommendations to the Board on the Remuneration Policy and structure for remuneration of all Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing Remuneration Policy; and
- (j) review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules.

4 REPORTING PROCEDURES

- 4.1 The Committee shall regularly update and report back to the Board on its activities and make appropriate recommendation. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board the proceedings of the meeting and recommendations of the Committee to the Board. At least annually, the Committee should present a report to the Board which addresses the work of the Committee during the year.
- 4.2 Full minutes of the meetings of the Committee should be kept by the secretary of the Committee. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 4.3 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board.

5 ANNUAL GENERAL MEETING

The Committee chairman, or in his/her absence, another member of the Committee, or failing whom his/her appointed alternate shall attend the annual general meetings of the Company and be available to answer questions thereat on the Committee's activities and responsibilities.

6 AMENDMENTS TO TERMS AND AVAILABILITY OF TERMS

6.1 The Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommends any changes it considers to the Board for approval.

6.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Committee and its contribution to the corporate governance of the Company, as well as any amendments to the GEM Listing Rules from time to time.

7 PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE

The terms of reference of the Committee will be posted on the websites of the Company and the GEM of The Stock Exchange of Hong Kong Limited.

8 INTERPRETATION

Interpretation of these terms of reference shall belong to the Board.