



深圳市海王英特龍生物技術股份有限公司
SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED*
(the “Company”)
(a joint stock limited company incorporated in the People’s Republic of China)
(Stock Code: 8329)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

This Terms of Reference was established on 16 March 2012 and the last revision was approved by the board (the “**Board**”) of directors (the “**Directors**”) of the Company with effect on 13 January 2023.

1 Membership

- 1.1 Members of the Remuneration Committee shall be appointed by the Board.
- 1.2 The Remuneration Committee shall be composed of at least three members and the majority of which must be independent non-executive Directors (“**INED(s)**”).
- 1.3 The appointment term of each Remuneration Committee member shall be three years at most and they may be re-appointed by the Board upon the expiration of their term of office.

2 Chairman

- 2.1 The Chairman of the Remuneration Committee shall be appointed by the Board and should be held by an INED. The Chairman is responsible for the communication with the Board.
- 2.2 The Chairman shall host the meetings of the Remuneration Committee.
- 2.3 In the absence of the Chairman of the Remuneration Committee, another member of the Remuneration Committee present at the meeting shall be elected to host the meeting of the Remuneration Committee.

* For identification purposes only

3 Secretary

- 3.1 The Company Secretary shall be the secretary of the Remuneration Committee.
- 3.2 The secretary of the Remuneration Committee shall attend the meeting of the Remuneration Committee to take minutes. In the absence of the secretary of the Remuneration Committee, he/she shall appoint a delegate, or the members of the Remuneration Committee who are present at the meeting shall appoint any other person to act as the secretary.

4 Quorum

- 4.1 The quorum for the meeting shall be any two members, one of which must be an INED.
- 4.2 The secretary of the Remuneration Committee shall determine whether there are any interest conflicts and take relevant records when the meeting begins. In case any proposals at the meeting concern the vital interest of the members of the Remuneration Committee or their associates, the involved members shall not be counted as the quorum present at the meeting, and shall waive their voting right.
- 4.3 An official meeting of the Remuneration Committee with sufficient attending quorum shall have the right to exercise any authorities, rights or discretion entitled to the Remuneration Committee or to be exercised by the Remuneration Committee.

5 Frequency of meetings

- 5.1 The Remuneration Committee shall hold at least one meeting in a year, and the Remuneration Committee may hold more meetings as needed.
- 5.2 When necessary, any members of the Remuneration Committee may request to convene a meeting of the Remuneration Committee.

6 Attendance at meetings

- 6.1 The members of the Remuneration Committee may attend the meeting of the Remuneration Committee in person or through other electronic means of communication or in such other manner as the members may agree.
- 6.2 Any members of the Remuneration Committee wishing to attend a meeting by electronic communications shall make arrangements with the secretary of the Remuneration Committee in advance.
- 6.3 Besides the members of the Remuneration Committee, in appropriate circumstances, Chairman of the Board and/or General Manager of the Company (“**General Manager**”), external advisors and other persons can be invited to attend all or part of the meetings.

7 Notice of meetings

- 7.1 Upon the request of any members of the Remuneration Committee, the secretary of the Remuneration Committee shall convene the meeting of the Remuneration Committee.
- 7.2 Unless otherwise specified, notice of a meeting of the Remuneration Committee shall be given at least 3 days before the meeting date.
- 7.3 Agenda and accompanying supporting papers of the meeting shall be sent to the members of the Remuneration Committee and other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).
- 7.4 Any members of the Remuneration Committee shall have the right to issue notice to the secretary of the Remuneration Committee to suggest adding other items concerning the responsibilities of the Remuneration Committee into the meeting agenda.

8 Minutes of meetings

- 8.1 The secretary of the Remuneration Committee (or his/her delegate(s)) shall take detailed notes of all involved issues and resolutions, including the name list of persons present and the doubts and/or counterviews of any members of the Remuneration Committee.
- 8.2 Full minutes shall be kept by the secretary of the Remuneration Committee. Draft and final versions of the minutes shall be circulated to all members of the Remuneration Committee within a reasonable period after the meeting, the draft version for members' comments and the final version for record. Such minutes shall be open for Directors' inspection.

9 Written resolutions

- 9.1 Without violating any requirements under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), a written resolution may be passed and adopted by the Remuneration Committee so as it is unanimously agreed by all members of the Remuneration Committee.

10 Responsibilities

Without violating any requirements under the Corporate Governance Code as contained in Appendix 15 of the GEM Listing Rules (as amended from time to time), the duties of the Remuneration Committee include the following:

- 10.1 Making 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 policy on such remuneration;

- 10.2 Reviewing and approving the remuneration suggestions of the management according to the corporate goals and objectives made by the Board, and making recommendations to the Board;
- 10.3 Making recommendations to the Board on the remuneration of executive Directors and senior management, which shall include non-monetary benefits, pension rights and compensation payments (including compensation payable for loss or termination of their office or appointment), and making recommendations to the Board on the remuneration of non-executive Directors;
- 10.4 Considering factors including the remuneration paid by similar companies, time commitment and responsibilities of Directors, employment conditions elsewhere in the Group, and desirability of the performance-based remuneration when reviewing the remuneration of Directors and senior management;
- 10.5 Reviewing and approving relevant compensation payable to executive Directors and senior management (relating to the loss or termination of their office or appointment) to ensure that such compensation is determined in accordance with relevant contractual terms and that any compensation payment is otherwise fair and reasonable and not excessive;
- 10.6. Reviewing and approving the compensation arrangements relating to the dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with to relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- 10.7 Ensuring that no Director or any of his/her associates is involved in determining his/her own remuneration;
- 10.8 Consulting the Chairman of the Board or the General Manager for suggestions on the remuneration of other executive Directors, and obtaining professional suggestions if necessary;
- 10.9 Reviewing and/or approving matters relating to share schemes under Chapter 23 of the GEM Listing Rules; and
- 10.10 Advising shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval.

11 Reporting Responsibilities

- 11.1 After each meeting, the Chairman of the Remuneration Committee shall officially report all matters within his/her scope of responsibilities to the Board, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 11.2 The Remuneration Committee shall make recommendation, if it thought fit and within the Remuneration Committee's scope of responsibilities, to the Board for the fields to be improved or implemented.

11.3 In case any remuneration or reward arrangements resolved by the Board but rejected by previous resolutions of the Remuneration Committee, the Remuneration Committee shall prepare a statement to be contained in the “*Corporation Governance Report*” of the Company’s annual report and explain its proposals. The Board shall also state its reason for holding different opinions in the same Report.

12 Annual general meeting

12.1 The Chairman of the Remuneration Committee (in his/her absence, another member of the Remuneration Committee or failing this, his/she duly appointed delegate) shall attend the Annual General Meeting of the Company and be prepared to answer the shareholders’ questions on the Remuneration Committee’s work and responsibilities.

13 Authorities

13.1 The Remuneration Committee is authorized by the Board to investigate the matters within its scope of responsibilities. The Remuneration Committee is entitled to ask any employee for the information and data under rational request, and all the employees shall cooperate with the Remuneration Committee regarding the reasonable requests.

13.2 The Remuneration Committee shall have sufficient resources to discharge its duties. The Remuneration Committee may request the General Manager for additional resources if determined there were no sufficient resources. If such request is declined, the Remuneration Committee may consider reflecting its request to the Board through the Company Secretary. In reasonable and feasible circumstances, the Board shall hold a Board meeting as soon as possible to consider such requests.

13.3 In order to make sure that the Remuneration Committee procedures and all the applicable rules and regulations are observed, all Remuneration Committee members shall be capable of obtaining advice and other services from the Company Secretary.

13.4 The Remuneration Committee or any of its members asking for independent and professional advice related to his/her responsibilities may request to the Company Secretary. All such requests shall be handled in line with the Company’s previously determined procedures for seeking independent and professional advice, and the necessary expenditures shall be borne by the Company.

14 Others

- 14.1 The newly appointed members of the Remuneration Committee shall acquire the specified comprehensive and official inaugural notices, and obtain the necessary introduction and professional training thereafter to ensure that they have appropriate understanding for the Company's operation and business, and that they completely know their responsibilities as the members of the Remuneration Committee. All aforementioned necessary expenditures shall be borne by the Company.
- 14.2 Each Remuneration Committee member shall invest sufficient time and attention to discharge his/her duties. He/she shall contribute skills and expertise by participating in the Company's affairs periodically and actively.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the Chinese version shall prevail.