

BOSA TECHNOLOGY HOLDINGS LIMITED

人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8140)

(The “Company”)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

Below are the Terms of Reference of the Remuneration Committee of the Company (the “**Committee**”) established pursuant to a resolution passed by the Board at its meeting held on 19 June 2018, and such terms are amended and approved by the board (the “**Board**”) of directors (the “**Directors**”) of the Company from time to time in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rule**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Membership

1. Members of Remuneration Committee shall be appointed by the Board from among the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors.
2. The chairman of the Remuneration Committee shall be appointed by the Board and shall be an independent non-executive director.
3. The appointment of the members of the Remuneration Committee may be revoked, replaced or additional members may be appointed to the Remuneration Committee by separate resolutions passed by the Board and by the Remuneration Committee. An appointment of a member of the Remuneration Committee shall be automatically revoked if such member ceases to be a member of the Board.
4. The term of office of a member of the Remuneration Committee shall be determined by the Board.
5. Each member of the Remuneration Committee shall disclose to the Remuneration Committee:
 - (a) any personal financial interest (other than as a Shareholder of the Company) in any matter to be decided by the Remuneration Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Remuneration 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 Remuneration Committee.

Notice of meetings

6. Unless otherwise agreed by all the Remuneration Committee members, a meeting shall be convened by at least 14 days' notice unless otherwise agreed by all Remuneration Committee members. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.
7. A Remuneration Committee member or the secretary of the Remuneration Committee at the request of any Remuneration Committee members may at any time summon a Remuneration Committee meeting.
8. Notice of a meeting shall be given to each Remuneration Committee member in person, orally or in writing, or by telephone or email, using the numbers or addresses most recently notified by such Remuneration Committee member to the company secretary of the Company, or in such other manner as the Remuneration Committee members may from time to time determine.
9. Any notice given orally shall be followed by confirmation in writing before the meeting.
10. Notice of meeting shall state the purpose, 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 Remuneration Committee for the purposes of the meeting. These should be sent to all Remuneration Committee members in a timely manner and at least three days before the intended date of the meeting (or other agreed period).

Attendance at meetings

11. The quorum of a Remuneration Committee meeting shall be two members, one of whom must be an independent non-executive director.
12. The company secretary of the Company shall be the secretary of the Remuneration Committee. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Remuneration Committee. The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
13. Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication including telephone or videoconferencing. The members of the committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
14. At the invitation of the Remuneration Committee, other members of the Board or any other persons may attend all or part of any meetings.
15. Only Members of the Remuneration Committee are entitled to vote at the meetings.

16. Resolutions of the Remuneration Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.
17. The resolution in writing signed by all the Members of the Remuneration Committee shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.

Frequency of meetings

18. Meetings shall be held at least once a year.

Alternate Remuneration Committee member

19. A Remuneration Committee member may not appoint any alternate.

Authority

20. The Remuneration Committee should consult the chairman of the Board and/or the Chief Executive about their remuneration proposals for other executive directors.
21. The Remuneration Committee is authorized to request the senior management of the Company to provide any required resources or information related to the remuneration package to perform its duties.
22. The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.
23. The Remuneration 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. (Note: Arrangement to seek outside legal or other independent professional advice could be made through Company Secretary.)
24. The Remuneration Committee should be provided with sufficient resources to discharge its duties. The Company is obliged to supply the Remuneration Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a director requires more information than information provided voluntarily by the senior management, the relevant director should make additional necessary enquiries. The Board and individual directors shall have separate and independent access to the senior management.

Annual General Meeting

25. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's activities and their responsibilities.

Duties

26. The duties of the Remuneration 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) either (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) 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;
- (c) to review and approve the management's remuneration proposals with reference to corporate goals and objectives;
- (d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (e) 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;
- (f) to make recommendations to the Board on the remuneration of non-executive directors;
- (g) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (i) with respect to any service contracts of directors that require shareholders' approval, to advise shareholders as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and to advise shareholders on how to vote.

Reporting procedures

27. Draft and final versions of the minutes of the Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comment and records respectively, in both cases within a reasonable time after such meetings. Full minutes of Remuneration Committee meeting shall be kept by the company secretary of the Company. The secretary of the Remuneration Committee or his representative shall circulate the minutes of meetings and reports of the Remuneration Committee to all members of the Board.

28. The Remuneration Committee shall report to the Board after each meeting of the Remuneration Committee.

Publication of the terms of reference of the Remuneration Committee

29. English and Chinese versions of these terms of reference of the Remuneration Committee will be posted on the respective websites of the Company and GEM of the Stock Exchange, and will be made available upon request.

Others

30. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code), amend, supplement and revoke these terms of reference and any resolution passed by the Remuneration Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Remuneration Committee shall invalidate any prior act and resolution of the Remuneration Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.
31. The Remuneration Committee shall be responsible for approving all disclosure statements in relation to the Remuneration Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the websites of the Company and GEM of the Stock Exchange.

To the extent that there are any inconsistencies between the English version and the Chinese version of these Terms of Reference, the English version shall prevail.

First adopted: 19 June 2018

First update: 25 June 2026