

HAILIANG 海亮
HAILIANG INTERNATIONAL HOLDINGS LIMITED
海亮國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”)
(Stock Code: 2336)

REMUNERATION COMMITTEE
TERMS OF REFERENCE

(Updated on 25 November 2022)

1. Constitution

The board of directors of the Company (the “**Board**”) had resolved to establish a committee known as the “Remuneration Committee”.

2. Membership

2.1 Members of the Remuneration Committee shall be appointed by the Board.

2.2 The majority of the members of the Remuneration Committee shall be independent non-executive directors.

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

3. Secretary

3.1 The Company Secretary of the Company shall act as the secretary of the Remuneration Committee.

3.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two members of the Remuneration Committee, one of whom must be an independent non-executive director.

5. Frequency of Meetings

The Remuneration Committee shall meet at least once a year.

6. Arrangement for and Notice of Meetings

- 6.1 All meetings will be called by the secretary or the chairman of the Remuneration Committee or any person(s) as instructed by the chairman of the Remuneration Committee, or at the request of the Board.
- 6.2 Notice of at least 14 days shall be given to all members of the Remuneration Committee for regular meetings. For other meetings, reasonable notice shall be given.
- 6.3 If any member of the Remuneration Committee wishes to include any matter in the agenda for a particular regular meeting after the issue of the notice of such meeting, he/she may notify the secretary of the Remuneration Committee the proposed matter(s) in writing within 7 days after the notice of the regular meeting is given.

7. Proceedings of Meetings

Unless otherwise specifically provided for in this terms of reference, all of the provisions of the Articles of Association of the Company regulating meetings and proceedings of the Board shall, mutatis mutandis, govern the meetings and proceedings of the Remuneration Committee.

8. Authorities

- 8.1 The Remuneration Committee shall consult the chairman of the Board and/or the chief executive officer of the Company about their remuneration proposals for other executive directors and senior management.
- 8.2 The Remuneration Committee is authorised by the Board to seek any information it requires from senior management of the Company in order to perform its duties.
- 8.3 The Remuneration Committee is authorised by the Board where necessary to have access to independent professional advice at the Company's expenses.
- 8.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.

9. Duties

The Remuneration Committee shall have the following responsibilities, powers and discretion:

- 9.1 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;

- 9.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 9.3 to determine, with delegated responsibility, 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;
- 9.4 to make recommendations to the Board on the remuneration of non-executive directors;
- 9.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
- 9.6 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;
- 9.7 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;
- 9.8 to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;
- 9.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); and
- 9.10 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

10. Reporting Procedures

The secretary shall circulate the minutes of the meetings of the Remuneration Committee to all members of the Board.

Note: In case of discrepancies or inconsistencies between the English version and the Chinese version of this terms of reference, the English version shall prevail.