



Human Health Holdings Limited

盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

**(Adopted by the Board on 28 January 2016
and revised and adopted on 15 December 2022)**

Constitution

1. The board (the “**Board**”) of directors (the “**Directors**”) of Human Health Holdings Limited (the “**Company**”) hereby resolves to establish a remuneration committee of the Board to be known as the Remuneration Committee.

Membership

2. The members of the Remuneration Committee shall be appointed by the Board and shall comprise a majority of independent non-executive directors of the Company (“**INED**”). A quorum for meetings of the Remuneration Committee shall be two members.
3. The chairman of the Remuneration Committee (the “**Chairman**”) shall be appointed by the Board and must be an INED.

Attendance at meetings

4. Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication.
5. The company secretary shall be the secretary of the Remuneration Committee. The secretary of the Remuneration Committee or in his or her absence, his or her representative or any one member, shall be the secretary of the meetings of the Remuneration Committee.

Frequency of meetings

6. Meetings shall be held at least once a year. Additional meetings should be held as the work of the Remuneration Committee demands.

Notice of Meetings

7. Notice of meetings shall be given to all members of the Remuneration Committee at least three working days before the meeting or any shorter period as all the members of the Remuneration Committee agree.

Authority

8. 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.

9. 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.

Duties

10. The duties of the Remuneration Committee shall including the following:

- (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 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;

- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (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;
- (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;
- (h) to ensure that no Director or any of their associates is involved in deciding that Director's own remuneration; and
- (i) 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 ("**Listing Rules**"); and
- (j) to advise shareholders (other than shareholders who are Directors with a material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its shareholders as a whole and on how to vote with respect to any service contracts of Directors that require shareholders' approval under Rule 13.68 of the Listing Rules.

Reporting responsibilities and procedures

11. Full minutes of Remuneration Committee meetings should be kept by the company secretary. Draft and final versions of minutes of the Remuneration Committee meetings should be sent to all members of the Remuneration Committee for their comments and records, within a reasonable time after the meeting. The company secretary shall circulate the final versions of minutes of meetings of the Remuneration Committee to all members of the Board.

Publication of the terms of reference of the Remuneration Committee

12. The terms of reference of the Remuneration Committee will be made available on the website of the Company and the website “HKEXnews”, in order to explain its role and the authority delegated to it by the Board.

Others

13. The Chairman or in his or her absence, another member of the Remuneration Committee or failing this, his or her 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.
14. The Remuneration Committee should be provided with sufficient resources to perform its duties.
15. The Company should disclose the Director’s remuneration policy, details of any remuneration payable to members of senior management by band and other remuneration related matters in the annual reports.

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