



UNQ Holdings Limited

优越汇控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2177)

(the “Company”)

**TERMS OF REFERENCE
OF THE REMUNERATION COMMITTEE**

Adopted at the Board Meeting on 20 December 2022

Constitution

1. The board of directors (the “**Board**”) of the Company has resolved on 21 June 2021 to establish a committee known as the Remuneration Committee (the “**Remuneration Committee**”).

Membership

2. The Remuneration Committee shall consist of not less than three members and more than half of them shall be independent non-executive directors who meet the independence requirements as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time). The chairman shall be an independent non-executive director. The members and the chairman of the Remuneration Committee shall be appointed and removed by the Board.
3. The Board may withdraw the appointment of the members and secretary of the Remuneration Committee or appoint additional members of the Remuneration Committee by separate resolutions. No member of the Remuneration Committee shall appoint any alternate to attend any meeting or perform his duties thereat.
4. The company secretary of the Company or his representative (in his absence) shall be the secretary of the Remuneration Committee (the “**Secretary**”). The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
5. No member of the Remuneration Committee shall appoint any alternate to attend the meeting or perform his duties.
6. Meetings and proceedings of the Remuneration Committee shall be governed by the provision of the Articles of Association of the Company for regulating the proceedings of meetings of the Board.

Notice of meeting

7. Unless otherwise agreed by all members of the Remuneration Committee, the notice of convening a meeting of the Remuneration Committee shall be issued not less than two working days before the meeting.
8. The notice of meeting shall state the date, time and venue of the meeting. An agenda or other documents required to be considered by the members of the Remuneration Committee shall also be attached to the notice.
9. Meetings of the Remuneration Committee shall be attended in person, by telephone or video conference.

Quorum

10. The quorum of the Remuneration Committee shall be two members.

Frequency of meetings

11. Meetings shall be held at least once a year to review the remuneration policy of the Company and make recommendations to the Board. The Board or the chairman of the Remuneration Committee may demand additional meetings.

Vote

12. Resolutions of the Remuneration Committee shall be passed by a majority of votes of the members present. In the case of an equality of votes, the chairman of the Remuneration Committee shall have a second vote or casting vote.

Authority

13. The authorities and responsibilities of the Remuneration Committee shall include such responsibilities and authorities set out in the code provisions of the Corporate Governance Code (the “**CG Code**”) in Appendix 14 to the Listing Rules (as amended from time to time), including but not limited to:
 - (a) the Remuneration Committee shall consult the chairman and/or the chief executive of the Company about remuneration proposals for other executive directors. The Remuneration Committee shall have access to independent professional advice if necessary.
 - (b) when dealing with any affairs authorized by the Board within its terms of reference, the Remuneration Committee shall have right to seek any information it requires from any employee and all employees are instructed to co-operate with any request made by the Remuneration Committee.
 - (c) the Remuneration Committee may seek legal or other independent professional advices from external parties, and invite the external parties with relevant experience and expertise to attend its meetings if necessary.
 - (d) the Remuneration Committee may, from time to time, seek advice from the special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices.
14. The Remuneration Committee shall be provided with sufficient resources for the performance of its duties, including resources for seeking independent professional advices.

Duties

15. Subject to the CG Code, the duties of the Remuneration Committee shall include but not limited to:
- (a) to make recommendations to the Board in relation to remuneration policy and structure for all directors and senior management of the Company, and the establishment of a formal and transparent procedure for developing such remuneration policy;
 - (b) to review and if appropriate, approve the management's remuneration proposals with reference to corporate goals and objectives of the Board;
 - (c) to determine remuneration packages of all executive directors and senior management according to the authorization of the Board, including salaries, bonuses, benefits in kind, participation in any share or other incentive plan and any provident fund or forms of other retirement benefit plan and compensation payments (including any compensation payable for loss or termination of their office or appointment), considering factors including but not limited to salaries paid by comparable companies, time commitment and responsibilities of directors and senior management and employment conditions elsewhere in the group;
 - (d) to review and if appropriate, approve compensation payable to the 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 reasonable and not excessive;
 - (e) to review and if appropriate, 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 and seek approval from the Board thereon;
 - (g) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
 - (h) to report actions of the Remuneration Committee to the Board as required by the Board from time to time;
 - (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;
 - (j) to exercise other powers and discretions authorized by the Board from time to time to perform its duties with regard to remuneration of executive directors and senior management according to the CG Code;
 - (k) to exercise powers, discretions and perform duties of the Remuneration Committee according to the applicable provisions of the Listing Rules (including the code of practice);
 - (l) to consider other topics, as defined by the Board.

Reporting procedures

16. The chairman of the Remuneration Committee, having discussed with other members, shall be responsible for drawing up and approving the agenda for each Committee meeting. The chairman, with the assistance of the Secretary, shall ensure that all members shall be promptly provided with sufficient information to enable effective discussion at a Committee meeting.
17. The Secretary shall record minutes of all duly constituted meetings of the Remuneration Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary or his representative shall circulate the draft and final versions of the minutes and reports of the Remuneration Committee to all members of the Remuneration Committee for their comments and records within a reasonable time after each meeting.
18. The Remuneration Committee shall report to the Board on its decisions or recommendations, subject to legal or regulatory restrictions.

Annual general meeting of the Company

19. The Chairman and other members of the Remuneration Committee shall attend the annual general meeting of the Company, and be ready to respond to questions on activities and duties of the Remuneration Committee raised by the shareholders of the Company.