

China Feihe Limited
中國飛鶴有限公司

**Terms of reference of
the Remuneration Committee of
the Board of the Company**

Adopted on October 15, 2019 and Amended on December 22, 2022

DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meanings set out below:

“ associates ”	shall have the same meaning as that defined under the Listing Rules;
“ Board ”	means the Board of Directors of the Company;
“ Committee ”	means the Remuneration Committee of the Board of the Company;
“ Company ”	means China Feihe Limited;
“ Directors ”	means the directors of the Company, and “ Director ” means any one of them;
“ Group ”	means the Company and its subsidiaries;
“ Independent Non-executive Directors ”	means Directors meeting the requirements of independence set out in the Listing Rules, and “ Independent Non-executive Director ” means any one of them;
“ Listing Rules ”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
“ senior management ”	means the senior management referred to in the issuer’s annual report and required to be disclosed under paragraph 12 of Appendix 16 of the Listing Rules/persons referred to in the Company’s corporate communications as senior management from time to time.

Members

1. Members of the Committee shall be appointed by the Board. The Committee shall comprise not less than three Directors, the majority of whom shall be Independent Non-executive Directors.
2. The chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director.
3. The secretary of the Committee shall be the Company's secretary or any person designated as such by the Committee from time to time.

Proceedings

4.
 - 4.1 Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.
 - 4.2 Unless otherwise agreed by all the members of the Audit Committee, notice of at least 7 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
 - 4.3 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).
 - 4.4 The quorum for meetings of the Committee shall be two members. Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree. The other directors, company secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Remuneration Committee.
5.
 - 5.1 The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time. Additional meetings of the Committee may be held as and when required.
 - 5.2 Without prejudice to any requirement under the Listing Rules, written resolution may be passed and adopted by all members of the Committee.

Authority

6. The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code was contained in Appendix 14 of the Listing Rules (as amended from time to time). The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
7. The Committee should be provided with sufficient resources to perform its duties and is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of any person with relevant experience and expertise at Committee meetings as it considers appropriate.

Duties

8. The duties of the Committee are:
 - 8.1 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;
 - 8.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - 8.3 to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - 8.4 to make recommendations to the Board on the remuneration of the non-executive Directors;
 - 8.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
 - 8.6 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;
 - 8.7 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;
 - 8.8 to ensure that no Director or any of his associates is involved in deciding his own remuneration;

- 8.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;
- 8.10 to consult with the Company's chairman and/or the president/managing director/chief executive officer about their remuneration proposals for other executive Directors; and
- 8.11 to consider all other matters as referred to the Committee by the Board.

Miscellaneous

- 9. Minutes of meetings of the Committee shall be kept by the secretary to the meetings of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes of the meeting of the Committee for which he has acted as secretary in draft and final forms to all members of the Committee within a reasonable time after such meeting is held.
- 10. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.
- 11. The chairman of the Committee or in his absence, another member of the 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 Committee's work and responsibilities.

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