



# Strawbear Entertainment Group 稻草熊娱乐集团

*(Incorporated under the laws of the Cayman Islands with limited liability)*

## **Terms of Reference and Rules of Procedure of the Remuneration Committee (Adopted by the Board on December 18, 2020 and Amended by the Board on December 28, 2022)**

### **Chapter 1 General Provisions**

- Article 1** In order to optimize the composition of the Board of Strawbear Entertainment Group 稻草熊娱乐集团 (the “**Company**”), enhance the appraisal and remuneration management systems for the Directors and key senior management personnel of the Company and improve its governance structure, the Company set up the Remuneration Committee of the Board and established these Rules of Procedure in accordance with the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules**”), the Articles of Association and other relevant requirements.
- Article 2** The Remuneration Committee is a dedicated body set up by the Board in accordance with the resolution of the general meetings. It is mainly responsible for formulating the appraisal criteria for Directors and key senior management and formulate and review their remuneration and incentive policies and schemes. The Remuneration Committee is accountable to the Board.
- Article 3** Directors referred to in these Rules mean the executive Directors, non-executive Directors and independent non-executive Directors who receive remuneration from the Company; key senior management means the Chief Executive Officer, Chief Marketing Officer, Chief Financial Officer, Chief Operating Officer, Secretary of the Board, Financial Director and other key senior management recognized by the Board.

### **Chapter 2 Composition**

- Article 4** The Remuneration Committee shall be appointed among the Directors by the Board, with more than half of its members being independent non-executive Directors.
- Article 5** Chairman of the Remuneration Committee shall be appointed by the Board, and shall be an independent non-executive Director. Terms of office of the members are determined by the Board at the time of appointment.

**Article 6** The Board Office is responsible for providing information to the Remuneration Committee regarding the operation management of the Company, and relevant information on the Directors and key senior management. It is also responsible for organizing meetings of the Remuneration Committee and implementing relevant resolutions.

### **Chapter 3 Duties and Power**

**Article 7** The Remuneration Committee shall consult Chairman of the Board and/or the Chief Executive Director regarding the remuneration recommendation for other executive Directors. The Remuneration Committee may seek independent professional advice if necessary.

**Article 8** The Remuneration Committee shall have the following duties and power (including but not limited to):

1. make recommendations to the Board on the remuneration policy and structure for all Directors and key senior management, and establish standardized and transparent procedures for formulating remuneration policies;
2. review and approve the remuneration recommendations for management in accordance with the corporate guidelines and objectives determined by the Board;
3. make recommendations to the Board on the remuneration package (including benefits in kind, pension rights and salary payment, which includes any payable compensations arising from the loss or termination of office) for executive Directors and key senior management;
4. make recommendations to the Board on the remuneration of non-executive Directors;
5. perform regular reviews on the remuneration structure according to remuneration paid by comparable companies, the time invested by the Directors and senior management and their duties, as well as other factors such as the recruitment status of the Company and its subsidiaries;
6. review and approve compensation arrangements relating to loss or termination of office or appointment, or dismissal or removal of Directors due to misconduct, and to evaluate whether the compensation arrangements are fair and reasonable and comply with the terms in relevant service contracts or are otherwise appropriate;
7. ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
8. review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and
9. other functions authorized by the Board.

**Article 9** The Remuneration Committee shall be adequately resourced to perform its duties.

**Article 10** The Remuneration Committee shall submit official reports to the Board on all matters within its responsibility after each meeting.

**Article 11** The Remuneration Committee is accountable to the Board and submit proposals to the Board for consideration and approval; the Controlling Shareholders shall fully respect the recommendations made by the Remuneration Committee, and shall not propose alternative candidates for Directors and key senior management without due cause or reliable evidence.

#### **Chapter 4 Rules of Procedure**

**Article 12** The Remuneration Committee shall convene at least one meeting each year and notify all members seven days prior convening the meeting. The meeting is held by the Chairman of the Committee.

**Article 13** The meeting of the Remuneration Committee shall only be convened with the presence of more than two thirds of its members. Members could attend the meeting in person, by conference call or other electronic communication devices that can be used by all attendees to communicate with each other. Members could attend the meeting in person or appoint another member to attend the meeting and exercise voting rights on his/her behalf, to do so, a power of attorney shall be submitted to the Chairman of the meeting no later than the time of the voting.

**Article 14** Resolutions made at the meeting shall be passed by over half of all the members, including those who are absent.

**Article 15** Directors, supervisors and other key senior management of the Company may be invited to attend meetings of the Remuneration Committee if necessary.

**Article 16** The convening procedure and voting method of the meeting of the Remuneration Committee and the resolutions passed at such meetings shall comply with requirements of relevant laws and regulations, Articles of Association and these Rules of Procedure.

**Article 17** There shall be minutes of meetings of Remuneration Committee and attending members shall sign their names there; the minutes of the meeting shall be kept by the secretary of the Board.

**Article 18** Resolutions passed and voting results of the meeting of the Remuneration Committee shall be reported to the Board in writing.

**Article 19** Persons present at the meetings are obligated to keep all matters discussed in such meetings confidential, and shall not disclose the relevant information without authorization.

## **Chapter 5 Supplementary Provisions**

**Article 20** The Rules of Procedure are effective upon the day when the resolution is passed by the Board.

**Article 21** Any matters not covered by these Rules of Procedure shall be implemented in accordance with the requirements of relevant laws and regulations and the Articles of Association. Should there be discrepancy between these Terms of Reference and the laws and regulations promulgated in the future or the Articles of Association amended through lawful procedures, the laws and regulations and the Articles of Association shall prevail, and these Terms of Reference shall be revised immediately and reported to the Board for consideration and approval.

**Article 22** The rights to interpret these Rules of Procedure belong to the Board.