

CHANJET INFORMATION TECHNOLOGY COMPANY LIMITED***WORKING RULES FOR
THE REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD**

(Revised on 28 December 2022)

CHAPTER 1 General Provisions

Article 1 To further establish and enhance the system for managing remuneration and appraisal and to improve the corporate governance of Chanjet Information Technology Company Limited (the “**Company**”), in accordance with the relevant laws, regulations and normative documents including the Company Law of the People’s Republic of China (the “**Company law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Articles of Association of Chanjet Information Technology Company Limited (the “**Articles of Association**”), the Company has established the Remuneration and Appraisal Committee of the board of directors (the “**Board**”) (the “**Committee**”) and formulated these Working Rules for the Remuneration and Appraisal Committee of the Board of Chanjet Information Technology Company Limited (the “**Working Rules**”) according to the practical situations of the Company.

Article 2 The Committee is a specific working body established by the Board of the Company, being mainly responsible for examining the appraisal and remuneration of directors and senior management and giving its advice and recommendations thereon.

Article 3 Senior management as referred to in these Working Rules refers to the president, vice president(s) (including “senior vice president(s)”), secretary to the Board and chief financial officer appointed by the Board and other senior management designated by the Board. The management refers to the directors, supervisors, senior management and other management of the Company designated by the Board.

* For identification purpose only

CHAPTER 2 Composition of the Committee

Article 4 The Committee shall comprise at least three directors and the total number of members of the Committee shall be an odd number. The majority of the members of the Committee shall be independent non-executive directors.

Article 5 Members of the Committee shall be nominated by the Chairman of the Board or the Nomination Committee of the Board and shall be elected by more than half of the total directors of the Board. Upon approval of the nomination proposal by the Board, a newly appointed member shall commence his term of office immediately after the conclusion of the meeting of the Board.

Article 6 The Committee shall have a convener, or chairman, who shall be an independent non-executive director. The chairman of the Committee shall be appointed by the Board and shall oversee the operation of the Committee. Where the chairman of the Committee is unable to or fails to discharge the duty, an independent non-executive director shall be elected by at least one half of the members of the Committee to act in his stead.

Article 7 The term of office of the Committee shall be consistent with that of the Board. Each member of the Committee shall be eligible for re-election upon completion of his term of office. During his term of office, if any Committee member ceases to be a director, or any Committee member who is an independent non-executive director ceases to have the independence as required under the Articles of Association and the Listing Rules, his membership in the Committee shall lapse automatically. A member of the Committee may submit his resignation report in writing to the Board prior to the expiry of his term of office to resign from his existing position. The resignation report shall contain such reasons for resignation and matters which need to be brought to the attention of the Board as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) shall be filled by the Board according to the relevant laws, regulations, normative documents, and the provisions of Articles 4 to 6 as set forth in the above. A member of the Committee shall not, before the expiry of his term of office, be relieved of his duties without cause except for the situations specified in the Company Law, the Articles of Association or the Listing Rules.

CHAPTER 3 Duties and Authorities of the Committee

Article 8 The major duties and authorities of the Committee are:

- (1) To study and review the remuneration policies, proposals and structures of the directors and senior management and establish the procedures of the remuneration policies and to give recommendations to the Board on establishing formal and transparent procedures to formulate those remuneration policies by reference to the remuneration level in the same region and the same industry, the remunerations offered by the competitors for the corresponding positions, and other internal employment conditions of the Company;
- (2) To examine the proposed remunerations to the management according to the corporate goals and objectives developed by the Board from time to time;
- (3) To recommend to the Board the remuneration packages offered to individual executive directors and senior management, including non-monetary income, pension and compensation (including compensation payable for loss or termination of office or position);
- (4) To make recommendations to the Board concerning remuneration packages offered to the non-executive directors;
- (5) To examine and approve arrangements of compensation given to directors and senior management due to the loss of office, termination of office and dismissal due to misconduct, and to ensure that such compensation is consistent with the respective terms of their employment contracts, ensure its fairness and appropriateness so that it is not unduly burdensome to the Company;
- (6) To ensure that any directors or his associate(s), as defined in the Listing Rules, shall not participate in determining his own remuneration, and that the remuneration of non-executive directors who are also members of the Committee shall be determined by other members of the Committee;
- (7) To examine and approve compensation arrangements relating to dismissal or removal of directors for their misconduct to ensure that they are consistent with relevant contractual terms, as appropriate, and if not consistent, the compensation shall also be reasonable and appropriate;

- (8) To examine the performance of duties by the directors and senior management of the Company and conduct annual appraisals of their performance;
- (9) To oversee the implementation of the remuneration system of the Company;
- (10) To review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;
- (11) Other matters authorized by the Board.

Article 9 The Board shall be entitled to veto any remuneration plans or proposals that would harm the interests of shareholders of the Company.

Article 10 The remuneration plans or proposals of the directors of the Company proposed by the Committee shall be submitted to the Board for consent and shall then be presented to the shareholders at general meetings for consideration and approval before implementation. Remuneration plans or proposals of senior management of the Company shall also be submitted to the Board for approval. The Committee shall be accountable to the Board and proposals of the Committee shall be submitted to the Board for consideration. Relevant departments of the Company shall be obligated to cooperate with the Committee and provide relevant materials. Sufficient resources shall be made available to the Committee for its fulfillment of duties and responsibilities.

CHAPTER 4 Working Procedures

Article 11 The Human Resources Department of the Company is the day-to-day working body of the Committee, which is responsible for providing information related to human resources and officers to be assessed, preparing for meetings of the Committee, and implementing relevant resolutions of the Board and the Committee.

Article 12 The Human Resources Department of the Company is responsible for the preliminary preparation work for the decision-making by the Committee. It provides the following relevant materials of the Company:

- (1) Information on fulfillment by the Company of the key financial indicators and operation objectives;
- (2) Scope of work and performance of main duties of directors and senior management of the Company;
- (3) Extent to which the performance targets set out under the job performance appraisal system have been achieved by the directors and senior management;
- (4) Business performance status of business innovation capabilities and profit generation of directors and senior management;
- (5) Relevant calculation basis indicating remuneration plans or proposals proposed in accordance with the performance of the Company;
- (6) To maintain day-to-day working relationship with agencies designated by the Committee;
- (7) To provide information on remuneration systems and implementation of the remuneration systems at the request of the Committee.

The Committee performs its major duties and authorities under Article 8 based upon information supplied by the Human Resources Department of the Company.

CHAPTER 5 Rules of Procedures

Article 13 Meetings of the Committee may be convened by the chairman of the Committee as he deems it necessary, by the proposal of at least half of the members of the Committee or upon recommendation of the Chairman of the Board.

Article 14 The Committee shall hold meetings upon convening by the chairman of the Committee. Notice of meeting, signed by the chairman of the Committee, and materials for meeting shall be delivered to all members of the Committee three days prior to convening the meeting. Upon unanimous consent of all members of the Committee, the requirement on such prior notice period may be exempted.

Article 15 A meeting of the Committee shall be presided over by the chairman of the Committee, in whose absence another independent non-executive director who is a member of the Committee under the authorization of the chairman of the Committee may preside over the meeting in his stead.

Article 16 The quorum for meetings of the Committee is at least two thirds of the total members of the Committee. Members who cannot attend a meeting may authorize, in writing, other members to attend and vote on his behalf. The form of proxy, containing the name of the proxy, the matters delegated, the scope of authorization and the validity period of such authorization, and signed or stamped by the appointer, shall be submitted to the president of the meeting no later than the time when voting takes place.

Resolutions proposed at a meeting shall be passed by the affirmative votes of more than half of the members of the Committee. The respective resolution or opinion shall be signed by members who attend such meeting of the Committee. Each member of the Committee shall have one vote. Voting decisions include "For", "Against" and "Abstention". Where the respective votes for and against a resolution are equal in number, the chairman of the Committee shall be entitled to have a casting vote.

Article 17 Meetings of the Committee may be in such appropriate forms as physical meetings held on site, telephone conference, video conference, circulation of documents, fax, mail, etc.

Article 18 Where necessary, directors, supervisors and senior management of the Company may be invited to attend a meeting of the Committee as observers.

Article 19 The senior management and relevant departments of the Company shall be cooperative and supportive to the Committee and shall take the initiatives in providing relevant information. Where necessary, the Committee may engage independent agencies to provide professional advice on its decision-making, at the cost of the Company as reasonably incurred therefrom.

Article 20 A member of the Committee shall avoid attending meetings of the Committee for which he is the subject matter of the resolution.

Article 21 The convening procedures, voting method and approved remuneration policies and allocation proposals of the meetings of the Committee shall be in compliance with the relevant laws and regulations, the Articles of Association and these Working Rules.

Article 22 Minutes of meetings of the Committee held on site shall be prepared, on which members present at the meeting shall sign. Minutes of meetings of the Committee shall be kept by the secretary to the Board.

Article 23 Resolutions passed by the Committee and the voting results shall be reported in writing to the Board for its consideration.

Article 24 Members present at meetings of the Committee, and those present as observers, shall owe a duty of confidentiality as regards matters discussed during such meetings. No disclosure of such information shall be allowed, save as is otherwise stipulated under relevant laws, regulations and/or rules of regulatory bodies.

CHAPTER 6 Supplementary Provisions

Article 25 “At least” as referred in these Working Rules includes the number, and the words “more than” does not include the number itself.

Article 26 These Working Rules shall become effective upon being approved by the Board. Any amendment or interpretation of these Working Rules shall be performed by the Board.

Article 27 Any matters not covered herein shall be implemented in accordance with the relevant laws and regulations, relevant regulatory provisions of the place(s) where the shares of the Company are listed, and the Articles of Association. Where these Working Rules conflict with any relevant laws and regulations, relevant regulatory provisions of the place(s) where the shares of the Company are listed including the Listing Rules, or the Articles of Association, such relevant laws and regulations, relevant regulatory provisions of the place(s) where the shares of the Company are listed including the Listing Rules, and the Articles of Association shall prevail, in which case these Working Rules shall be amended forthwith and submitted to the Board for consideration and approval.

Article 28 These Working Rules are available in both Chinese and English versions. In case of inconsistencies between the two versions, the Chinese version shall prevail.