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**INSPUR INTERNATIONAL LIMITED**  
**浪 潮 國 際 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 596)**

**REMUNERATION COMMITTEE – TERMS OF REFERENCE**

*(As amended and adopted by the Board on 27 March 2012, and as further amended,  
approved and adopted by the Board on 29 December 2022)*

**1. Membership**

- 1.1 The Remuneration Committee shall be appointed by the Board of Directors (the “Board”).  
The quorum of the Remuneration Committee shall be three Members.
- 1.2 The majority of the members (the “Members”) of the Remuneration Committee shall be independent non-executive Directors (“INEDs”).
- 1.3 The Chairman of the Remuneration Committee shall be appointed by the Board and must be an INED.
- 1.4 The Company Secretary shall be the secretary of the Remuneration Committee.

**2. Meetings**

- 2.1 The Remuneration Committee shall meet at least once each year.
- 2.2 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.

- 2.3 Minutes shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.
- 2.4 At the invitation of the Remuneration Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Remuneration Committee), external advisers and other persons may attend all or part of any meetings.

### **3. Responsibility and Powers**

The Remuneration Committee shall have the following responsibilities and powers:

- 3.1 to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration.
- 3.2 to determine the specific remuneration packages of all 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, and make recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.
- 3.3 to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.
- 3.4 to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.
- 3.5 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.

- 3.6 to ensure that no Director or any of his associates is involved in deciding his own remuneration.
- 3.7 to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
- 3.8 review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.
- 3.9 to consider all other matters as referred to the Remuneration Committee by the Board from time to time.

#### **4. Reporting**

- 4.1 The Remuneration Committee shall report to the Board after each meeting.