

**China Finance Investment Holdings Limited**  
**(the “Company”)**

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**Terms of reference of the Remuneration Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**

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*(Amended and re-adopted by the Board with effect from 1 January 2023)*

**1. Constitution**

1.1 The establishment of the Committee is ratified pursuant to a resolution passed by the Board at its meeting held on 28 March 2012.

**2. Membership**

2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company.

2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.

2.3 The company secretary of the Company shall be the secretary of the Committee.

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

**3. Proceedings of the Committee**

**3.1 *Notice:***

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days’ notice.

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile or address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.

3.3 **Frequency:** Meetings shall be held at least once every year to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.

#### **4. Overriding principles**

4.1 Levels of remuneration should be sufficient to attract and retain the directors and the senior management needed to run the Company successfully, but the Company should avoid paying more than is necessary for this purpose.

4.2 No director should be involved in deciding his own remuneration.

4.3 The Committee should consult the chairman and/or chief executive officer about their proposals relating to the remuneration of other executive directors and have access to independent professional advice if considered necessary.

#### **5. Alternate Committee members**

5.1 No Committee member may appoint an alternate.

#### **6. Authority of the Committee**

6.1 The Committee may exercise the following powers:

(a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract ;

(b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;

(c) to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary; and

(d) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2 The Committee should be provided with sufficient resources to discharge its duties.

## 7. **Duties**

7.1 The duties of the Committee shall be:

### **All directors and senior management**

- (a) 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 remuneration policy on such remuneration;

### **Management**

- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

### **Executive directors and senior management**

- (c) to approve any contract of employment or related contract with executive directors;
- (d) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights, compensation payments (including compensation payable for loss or termination of office or appointment etc). The Chairman and/or the Deputy Chairman and/or the Chief Executive shall be consulted respectively about their proposals relating to the remuneration of the Chief Executive and/or senior management, as the case may be;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (f) to review and approve performance based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (g) 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 ;

### **Non-executive directors**

- (h) to make recommendations to the Board on the remuneration of non-executive directors;

### **All directors**

- (i) 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;
- (j) to ensure that no director or any of his associates is involved in deciding his own remuneration; and

### **Share schemes**

- (k) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

**8. Reporting procedures**

Full minutes of the meetings of the Committee should be kept by the secretary. Draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

**9. Continuing application of the bye-laws of the Company**

The bye-laws of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

**10. Powers of the Board**

The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.