



**TCL ELECTRONICS HOLDINGS LIMITED**  
**TCL 電子控股有限公司**

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

(Stock Code: 01070)

(the “Company” together with its subsidiaries, the “Group”)

**TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE**

Effective on 24 February 2012

*(Adopted at the Board meeting on 24 February 2012 and subsequently revised  
by way of the written resolutions of all directors dated 29 December 2022)*

## **CONSTITUTION**

1. The board (the “Board”) of directors of the Company (the “Directors”) has resolved on 16 April 2005 to establish a committee known as the Remuneration Committee (the “Committee”).

## **MEMBERSHIP**

2. The Committee shall be consisted of not less than three members, a majority of which shall be independent non-executive Directors. The Committee shall be chaired by an independent non-executive Director. All members and the chairman of the Committee shall be appointed and removed by the Board.
3. In the event of equal votes, the chairman of the Committee shall have the right of second vote or casting vote.
4. No member of the Committee shall appoint any alternate to attend the meeting or perform his duties thereat.
5. The company secretary of the Company or his representative (in his absence) shall be the secretary of the Committee (the “Secretary”). The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

## **QUORUM**

6. The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee.

## **FREQUENCY OF MEETINGS**

7. The Committee shall meet not less than once a year. The members of the Committee may at any time request a meeting if they consider that one is necessary.
8. Unless otherwise agreed by the Committee, the notice of convening a meeting of the Committee shall be sent out not less than 2 working days before the meeting.

## **AUTHORITY**

9. The Committee is authorised to seek any information it requires from any employee or Director of the Company in order to perform its duties. In connection with its duties, the Committee is authorised to obtain advice from independent professional consultants, whom it regards as competent to give such advice.

## **POWERS AND DUTIES**

10. In discharge of delegated powers of the Board, the Committee shall have the following powers and duties:
  - (a) 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.
  - (b) To review and if thought fit, approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
  - (c) To determine, with delegated responsibility from the Board, the remuneration packages of individual executive Directors and senior management (including salaries, bonuses, benefits in kind, the terms on which they participate in any share or other incentive scheme and any provident fund, pension rights and other retirement benefit scheme and compensation payments (including any compensation payable for loss or termination of their office or appointment)).
  - (d) To make recommendation to the Board on the remuneration of non-executive Directors (including independent non-executive Directors) which shall be approved by the Board.
  - (e) To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

- (f) To review and if thought fit, approve the compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with relevant contractual terms and is otherwise fair and not excessive.
  - (g) To review and if thought fit, approve the 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.
  - (h) To ensure that no Director or any of his associates is involved in deciding his own remuneration.
  - (i) 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”).
11. The Committee shall exercise such other powers, authorities and discretions as delegated by the Board from time to time in relation to the remuneration of the executive Directors and senior management, having regard to the Corporate Governance Code (the “Code”) set out in Appendix 14 to the Listing Rules.
  12. In exercising its power, authorities and discretions and performing its duties, the Committee shall take full account of the relevant requirements under the Listing Rules (including the Code).
  13. The Committee is to be provided with sufficient resources to perform its duties, including seeking independent professional advice.
  14. The Committee shall report to the Directors its activities as the Board may require from time to time.

## **REPORTING PROCEDURES**

15. The Secretary shall circulate the draft and final minutes of meetings and all written resolutions of the Committee to all members of the Committee.
16. The Secretary shall maintain as part of the Company’s corporate records all approved minutes of meetings, written resolutions and reports.