



CHINA AGRI-PRODUCTS EXCHANGE LIMITED

中國農產品交易有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0149)

Terms of Reference of Remuneration Committee

1. Membership

- 1.1 Members of the remuneration committee (the “**Committee**”) of China Agri-Products Exchange Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) shall be appointed by the board of directors of the Company (the “**Board**”) amongst the Company’s directors.
- 1.2 The Committee shall consist of at least three directors with a majority of independent non-executive directors of the Company (the “**INEDs**”).

2. Chairman

- 2.1 The Committee should be chaired by any one INED as nominated by the Board amongst the Committee members.

3. Secretary

- 3.1 The company secretary (or his/her delegate) shall be the secretary of the Committee.
- 3.2 In the absence of the secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the secretary.

4. Quorum

- 4.1 The quorum for meetings of the Committee shall be any two members.
- 4.2 A duly convened meeting of the Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of meetings

5.1 The Committee shall meet at least once a year (“**regular meeting(s)**”).

6. Attendance at meetings

6.1 Members of the Committee and any persons upon the invitation of any Committee member may attend meetings of the Committee either in person or through other electronic means of communication.

7. Notice of meetings

7.1 A meeting of the Committee may be convened by any of its members, or by the secretary of the Committee at the request of any of its members.

7.2 Unless otherwise agreed by all the members of the Committee, notice of at least 14 days shall be given of a regular meeting, and such notice shall be sent to each member of the Committee and to any other person invited to attend. For all other meetings of the Committee, reasonable notice shall be given.

7.3 In respect of regular meetings and so far as practicable in all other cases, an agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as agreed).

7.4 Any member of the Committee shall be entitled, by notice to the secretary of the Committee, to include other matters relevant to the functions of the Committee in the agenda of a Committee meeting.

8. Minutes of meetings

8.1 The secretary of the Committee (or his/her delegate) in attendance at the meetings of the Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any member of the Committee and/or dissenting views expressed.

8.2 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee.

8.3 Minutes of the Committee shall be kept by the secretary of the Committee and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

9. Annual general meeting

9.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, this duly appointed delegate, should be invited by the chairman of the Board to attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Committee's activities and their responsibilities.

10. Other regulations governing the meetings and proceedings of the Committee

10.1 Unless otherwise specified above, the provisions contained in the Company's bye-laws for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

11. Authority

11.1 The Committee should consult the Chairman of the Board and/or chief executive about their proposals for other executive directors. The Committee should access to independent professional advice if necessary.

11.2 The Committee shall be provided with sufficient resources to discharge its duties and is authorised by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

11.3 The Committee shall be provided with adequate information in a timely manner to enable it the Remuneration Committee to make informed decision.

11.4 The Committee is authorised to do any such things to enable the Committee to properly discharge its powers and functions.

12. Duties, roles and functions

12.1 The duties of the Committee are as follows: -

- (a) to make recommendations to the Board on the Company's policy and structure for all directors and senior management^(note) remuneration and on the establishment of a formal and transparent procedure for developing such policy;
- (b) to review and approve the management's remuneration proposals by reference to the Board's corporate goals and objectives;
- (c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management^(Note), including, but not limited to, benefits in kind, pension rights and compensation payments for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration on non-executive directors;

- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive directors and senior management^(note) 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;
- (g) 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;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (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**”).

13. Reporting responsibilities

- 13.1 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting or the passing of any written resolution(s) of the Committee, the Chairman shall report such findings and recommendations of the Committee to the Board.

Note: “senior management” shall refer to the same persons referred to in the Company’s annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.

December 2022