

TIANLI HOLDING GROUP LIMITED
天利控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 117)
(the "**Company**")

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

(revised and adopted on 30 December 2022 and effective from 1 January 2023)

1. MEMBERSHIP

- 1.1. The remuneration committee of the Company (the "**Remuneration Committee**") shall be established by the board of directors of the Company (the "**Board**") and shall comprise a majority of independent non-executive directors.
- 1.2. The chairman/chairlady of the Remuneration Committee shall be appointed by the Board and must be an independent non-executive director.

2. SECRETARY

- 2.1. The company secretary of the Company shall act as the secretary of the Remuneration Committee.
- 2.2. The Remuneration Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Remuneration Committee.

3. PROCEEDINGS OF REMUNERATION COMMITTEE

- 3.1. The quorum for meetings of the Remuneration Committee shall be two (2) members.
- 3.2. Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of Board shall apply to the meetings and proceedings of the Remuneration Committee.

- 3.3. Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 3.4. Upon the invitation of the Remuneration Committee, the following persons may attend all or part of any meeting:
 - (a) the chairman/chairlady of the Board and/or the Chief Executive (if not a member of the Remuneration Committee);
 - (b) Head of Human Resources Department (or person occupying the same position); and
 - (c) external advisers and other persons.

4. FREQUENCY OF MEETINGS

- 4.1. The Remuneration Committee shall meet at least once a year.

5. NOTICE OF MEETINGS

- 5.1. A meeting of the Remuneration Committee may be convened by any of its members, the company secretary or any person who may attend a meeting of the Remuneration Committee.
- 5.2. Unless otherwise agreed by all the members of the Remuneration Committee, notice of meeting of the Remuneration Committee together with an agenda of items to be discussed, shall be forwarded to each member of the Remuneration Committee no later than 3 days before the date of the meeting (or such other period as the members may agree).

6. RESOLUTIONS

- 6.1. Resolutions of the Remuneration Committee shall be passed by more than half of the members.
- 6.2. A resolution in writing signed by all the members of the Remuneration Committee shall be as valid and effectual as if it has been passed at the meeting of the Remuneration Committee duly convened and held.

7. MINUTES OF MEETINGS

- 7.1. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comment and records within a reasonable time after the meeting.
- 7.2. Minutes of the Remuneration Committee shall be kept by the duly appointed secretary of the meeting or the company secretary and shall be available for inspection by any member of the Remuneration Committee or the Board at any reasonable time on reasonable notice.

8. AUTHORITY

- 8.1. The Remuneration Committee shall consult the chairman/chairlady of the Company and/or chief executive about their remuneration proposals for other executive directors.
- 8.2. The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.
- 8.3. The Remuneration Committee have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Remuneration Committee.
- 8.4. The Remuneration Committee shall be provided with sufficient resources to discharge its duties.

9. DUTIES

- 9.1. The duties of the Remuneration Committee shall be:
 - (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) to review and approve the management's remuneration proposals with 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 including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of 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 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/her associates is involved in deciding his/her 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.

10. REPORTING PROCEDURES

10.1. The Remuneration Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Remuneration Committee, the chairman/chairlady of the Remuneration Committee shall report the findings and recommendations of the Remuneration Committee to the Board.

11. ANNUAL GENERAL MEETING

11.1. The chairman/chairlady of the Remuneration Committee or in his absence, another member of the Remuneration Committee shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Remuneration Committee's activities and its responsibilities.

12. GENERAL

12.1. "Senior management" refers to the same persons referred to in the Company's annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the Company's directors, is appropriate.

12.2. If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.