

**Bright Future Technology Holdings Limited**

**辉煌明天科技控股有限公司**

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

**(Stock Code: 1351)**

**Terms of reference of  
the Remuneration Committee of the Board of Directors  
(Revised and adopted by the Company on 30 December 2022)**

**BRIGHT FUTURE TECHNOLOGY HOLDINGS LIMITED**  
**(“Company”)**

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

**1. Constitution**

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 16 October 2020.

**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 an independent non-executive director and shall be appointed by the Board.

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

2.4 The appointment of the members or secretary 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 (either orally or in writing), 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 email or by facsimile transmission at the telephone or facsimile or address or email 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 purpose, 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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

3.3 **Frequency:** Meetings shall be held at least once every year. A meeting shall be convened if necessary or upon the request of the chairman of the Committee.

3.4 No Committee member may vote on any resolution of the Committee regarding his own remuneration.

3.5 Written resolutions may be passed by all Committee members in writing.

3.6 Each member of the Committee shall disclose to the Committee:

(a) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or

(b) any potential conflict of interest arising from a cross-directorship.

Any such member shall be abstained from voting or resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.

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

4.1 Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary.

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 A Committee member may not appoint any 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 Board 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 request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- (d) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;
- (e) to have access to sufficient resources in order to perform its duties;
- (f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (g) 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 perform its duties.

## **7. Duties**

7.1 The duties of the Committee shall be:

- (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 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. This should include 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 responsibility and employment conditions elsewhere in the Company and its subsidiaries;
- (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 for the Company;
- (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**”).

7.2 In discharging its duties under these terms of reference, the Committee should:

- (a) consult the chairman of the Board and/or the chief executive officer on its remuneration proposals for other executive directors and have access to independent professional advice if necessary;
- (b) provide the remuneration packages required to attract, retain and motivate the executive directors without paying excessive remuneration;
- (c) judge where to position the Company relative to other companies. It should be aware what comparable companies are offering and take into account the relative performance;
- (d) be sensitive to the macro-environment, including remuneration and employment conditions of the Company and elsewhere, especially when determining annual salary increments;

- (e) ensure the share options and/or share awards (if any) offered by the Company to the directors or senior management are in compliance with the requirements under Chapter 17 of the Listing Rules.

7.3 Without prejudice to the generality of these terms of reference, the Committee shall:

- (a) operate the Company's share option schemes or other incentives schemes (if any) applicable to the directors and/or senior management, and make recommendations on the grants of share options and/or share awards to be made to the directors and/or senior management at the general meetings. It shall recommend to the Board the aggregate amount of any grants to employees (specific grants to individuals shall be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);
- (b) liaise with the trustee of any employee share scheme (if any) which is created by the Company for the benefit of its employees, the senior management or the directors;
- (c) review the terms of executive Directors' service contracts from time to time;
- (d) advise the Board in relation to the preparation of the Board's remuneration report (if any) to the shareholders; and
- (e) handle any other specific matters as authorized by the Board.

## **8. Reporting procedures**

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

**9. Continuing application of the articles of association of the Company**

9.1 The articles of association 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**

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

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