



ASIA TELEVISION HOLDINGS LIMITED

亞洲電視控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 707)

REMUNERATION COMMITTEE TERMS OF REFERENCE (the “Terms”)

1. Membership

- 1.1 The members of the Remuneration Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of Asia Television Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) from amongst the directors of the Company and the Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.
- 1.2 The chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.

2. Secretary of Committee

- 2.1 The company secretary of the Company shall be the secretary of the Committee.

3. Meetings

- 3.1 A quorum shall be 2 members. Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.
- 3.2 The Committee members may call any meetings at any time when necessary or desirable but in any event at least once a year.
- 3.3 Full minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be sent to all members of the Committee for their comment and records within a reasonable time after the meeting. Such minutes shall be open for Directors’ inspection.

4. Authority

- 4.1 The Committee is authorised by the Board to seek any necessary information which is within the Committee's scope of duties from the employees of the Group (including members of the Board).
- 4.2 The Committee is authorised by the Board to consult the chairman and/or chief executive about their remuneration proposals for other executive directors.
- 4.3 The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.
- 4.4 The Committee should be provided with sufficient resources to perform its duties.

5. Duties

- 5.1 The duties of the Committee shall include, but shall not be limited to the following:
 - (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 determine with delegated responsibility the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments which include any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive directors. The Committee should consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

- (d) 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;
- (e) 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;
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (g) to advise shareholders on how to vote with respect to any service contracts of directors of the Company that require shareholders' approval under Rule 13.68 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (h) to report back to the Board (without prejudice to the generality of the duties of the Committee set out in the Terms) and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so;
- (i) to review and/or approve relating to share schemes under Chapter 17 of the Rules.

Note: The Chinese version of this document is for reference only. In the event of any discrepancies or inconsistencies between the English version and the Chinese version, the English version shall prevail.

(Adopted by the Company pursuant to the Board's resolutions passed on 1 April 2012 and revised by the Company pursuant to the Board's resolutions passed on 30 December 2022.)