

Theme International Holdings Limited
榮暉國際集團有限公司
(the “Company”)

(Incorporated in Bermuda with limited liability)

Terms of Reference of Remuneration Committee
(Amended and restated with effect from 1 January 2023)

A. Membership

- A.1 Members of the Remuneration Committee shall be appointed by the board of directors of the Company (the “**Board**”). The Remuneration Committee shall comprise of a minimum of three members, a majority of whom are independent non-executive directors.
- A.2 The Board shall appoint the chairman of the Remuneration Committee who shall be an independent non-executive director.

B. Remuneration Committee meetings

- B.1 Unless otherwise stipulated herein, the meetings and proceedings of the Remuneration Committee shall be governed by the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the provisions contained in the Bye-Laws of the Company. Unless otherwise determined by the Board, the quorum for the meeting of the Remuneration Committee shall be two members.
- B.2 The Remuneration Committee should meet regularly and Remuneration Committee meetings should be held at least annually. It is expected that such regular Remuneration Committee meetings will normally involve the active participation, either in person or through other electronic means of communication, of a majority of members entitled to be present.
- B.3 Arrangements should be in place to ensure that all members are given an opportunity to include matters in the agenda for regular Remuneration Committee meetings.
- B.4 The Company Secretary of the Company shall be the secretary of the Remuneration Committee.
- B.5 Notice of at least 14 days should be given of a regular Remuneration Committee

meeting to give all members an opportunity to attend. For all other Remuneration Committee meetings, reasonable notice should be given.

- B.6 All members should have access to the advice and services of the secretary of the Remuneration Committee with a view to ensuring that Remuneration Committee procedures, and all applicable rules and regulations, are followed.
- B.7 Full minutes of the Remuneration Committee meetings should be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes of the Remuneration Committee meetings should be sent to all members for their comment and records within a reasonable time after the meeting.
- B.8 If a member has a conflict of interest in a matter to be considered by the Remuneration Committee which the Remuneration Committee has determined to be material, the matter should be dealt with by way of Remuneration Committee meeting and the interested member should not vote nor shall he be counted in the quorum present at the relevant meeting of the Remuneration Committee.

C. Authority

- C.1 The Remuneration Committee is authorized by the Board to perform any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Remuneration Committee.
- C.2 The Remuneration Committee 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 this necessary. The Remuneration Committee shall be provided with sufficient resources to perform its duties. The Remuneration Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Remuneration Committee.

D. Duties

The duties of the Remuneration Committee should include as a minimum:-

- (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) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (ii) 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 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; and
- (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 Listing Rules;
- (j) to consult the Chairman and/or Chief Executive about their remuneration proposals for other executive directors; and

- (k) the chairman of the Remuneration Committee or in his absence, another member or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting.

E. Reporting procedures

- E.1 The secretary of the Remuneration Committee shall circulate the minutes of Remuneration Committee meetings, reports of the Remuneration Committee and relevant information to all directors.
- E.2 The Remuneration Committee should report back to the Board on their decisions or recommendations, unless there are legal regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- E.3 If D.1(c)(ii) above is adopted, where the Board resolves to approve any remuneration or compensation arrangements with which the Remuneration Committee disagrees, the Board should disclose the reasons for its resolution in its next Corporate Governance Report.

F. Publication and Update of the Terms of Reference

- F.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.
- F.2 These terms of reference should be made available by including them on the Stock Exchange's website and the Company's website.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.