

MAXNERVA TECHNOLOGY SERVICES LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1037)

Terms of reference of the Remuneration Committee

The Remuneration Committee

The board of directors (the “**Board**”) of Maxnerva Technology Services Limited (the “**Company**”) established a committee of the Board known as the Remuneration Committee (the “**Remuneration Committee**”), a summary of its constitution and particular duties are set out below:-

1. Membership

- 1.1 The Remuneration Committee shall be appointed by the Board.
- 1.2 The Remuneration Committee shall comprise of at least three directors and the majority of Remuneration Committee members shall be independent non-executive directors of the Company.
- 1.3 The Board shall appoint the chairman of the Remuneration Committee and shall be independent non-executive directors.
- 1.4 The secretary of the Remuneration Committee shall be the company secretary or another secretary with appropriate qualification and experience be appointed from time to time.

2. Meetings

- 2.1 At least one meeting will be held each year.
- 2.2 The quorum of Remuneration Committee meetings shall be two members, one of them should be an independent non-executive director.
- 2.3 Resolutions of the Remuneration Committee shall be passed with a majority of votes.

- 2.4 Minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee and/or any Director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Remuneration Committee shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.
- 2.5. Upon invitation by the Remuneration Committee, the chairman of the Board and/or the chief executive officer, external consultant and other Board members may attend all or any of the meetings.

3. Duties and responsibilities

The duties and responsibilities of the Remuneration Committee shall be:

- 3.1 to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- 3.2 to review and determine the specific remuneration packages of all 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, and make recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- 3.3 to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and appropriate;

- 3.4 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- 3.5 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
- 3.6 to advise Shareholders on how to vote with respect to any service contracts of Directors that require Shareholders' approval under the Listing Rules 13.68;
- 3.7 After each meeting, the Remuneration Committee shall report formally to the Board on all matters within its duties and responsibilities; and
- 3.8 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.

4. Authority

- 4.1 The Remuneration Committee shall consult the chairman and/or the Chief Executive Officer of the Company about their proposals relating to the remuneration of other executive directors.
- 4.2 The Remuneration Committee is authorized by the Board when necessary to seek any remuneration information it requires from senior management of the Company to order to discharge its duties.
- 4.3 The Remuneration Committee is authorized by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties at the Company's expense.
- 4.4 The Remuneration Committee shall have access to sufficient resources in order to discharge its duties.

“Senior management” refers to the same category of persons as 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 directors, is appropriate.

Effective date: 30 December 2022