



CHINA LONGEVITY GROUP COMPANY LIMITED

中國龍天集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1863)

Terms of Reference for the Remuneration Committee (the “Remuneration Committee”)

(revised and adopted by the Company pursuant to
the board resolution passed on 31 December 2022)

1 MEMBERSHIP

- 1.1 Members of the Remuneration Committee shall be appointed by the board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of China Longevity Group Company Limited (the “**Company**”).
- 1.2 A majority of the members of the Remuneration Committee shall be independent non-executive Directors.

2 CHAIRMAN

- 2.1 The chairman of the Remuneration Committee shall be appointed by the Board.
- 2.2 The Remuneration Committee shall be chaired by an independent non-executive Director.

3 SECRETARY

- 3.1 The company secretary shall be the secretary of the Remuneration Committee.
- 3.2 In the absence of the secretary of the Remuneration Committee, the members present at the meeting of the Remuneration Committee shall elect another person as the secretary.

4 QUORUM

- 4.1 The quorum for meetings of the Remuneration Committee shall be any two members.
- 4.2 A duly convened meeting of the Remuneration Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Remuneration Committee.

5 FREQUENCY OF MEETINGS

The Remuneration Committee shall meet at least once a year (“**Regular Meeting**”).

6 ATTENDANCE AT MEETINGS

Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication.

7 NOTICE OF MEETINGS

- 7.1 A meeting of the Remuneration Committee may be convened by any of its members, or by the secretary of the Remuneration Committee at the request of any of its members.
- 7.2 Unless otherwise agreed by all the members of the Remuneration Committee, notice of at least 14 days shall be given of a Regular Meeting of the Remuneration Committee, and such notice shall be sent to each member of the Remuneration Committee. For all other meetings of the Remuneration Committee, reasonable notice shall be given.
- 7.3 In respect of a Regular Meeting of the Remuneration Committee and so far as practicable in all other cases, an agenda and accompanying supporting papers shall be sent to all members of the Remuneration Committee at least 3 days before the date of the meeting (or such other period as agreed).
- 7.4 Any member of the Remuneration Committee shall be entitled, by notice to the secretary of the Remuneration Committee, to include other matters relevant to the functions of the Remuneration Committee in the agenda of a Remuneration Committee meeting.

8 MINUTES OF MEETINGS

- 8.1 The secretary of the Remuneration Committee (or his/her delegate) in attendance at the meetings of the Remuneration Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any member of the Remuneration Committee and/or dissenting views expressed.
- 8.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Remuneration Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Remuneration Committee in which he or any of his associates has a material interest, unless the exceptions set out in Rule 13.44 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) apply.
- 8.3 Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comment and records respectively, in both cases within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.
- 8.4 Minutes of the Remuneration Committee shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee or the Board at any reasonable time on reasonable notice.

9 ANNUAL GENERAL MEETING

The chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, 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 their responsibilities.

10 OTHER REGULATIONS GOVERNING THE MEETINGS AND PROCEEDINGS OF THE REMUNERATION COMMITTEE

Unless otherwise specified above, the provisions contained in the Company’s Bye-laws (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Remuneration Committee.

11 DUTIES

The duties, powers and functions of the Remuneration Committee shall include such duties, powers and functions set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time). Without prejudice to the requirements under the CG Code, the duties of the Remuneration Committee include the following;

- (a) to consult the chairman and/or chief executive about their remuneration proposals for other executive Directors;
- (b) to determine the policy for the remuneration of executive Directors;
- (c) to assess performance of executive Directors;
- (d) to approve the terms of executive Directors’ service contracts and letters of appointment;
- (e) 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;
- (f) to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
- (g) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, which include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (h) to make recommendations to the Board on the remuneration of non-executive Directors;

- (i) to consider salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the group;
- (j) to review and approve the compensation payable to the executive Directors and senior management of the Company 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;
- (k) 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;
- (l) to ensure that no Director of the Company or any of their associates (as defined in the Listing Rules) is involved in deciding that Director's own remuneration; and
- (m) to review and approve matters relating to share schemes of the Company and/or its principal subsidiaries as required under Chapter 17 of the Listing Rules.

12 REPORTING RESPONSIBILITIES

The Remuneration Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

13 OTHERS

- 13.1 The Remuneration Committee shall have access to independent professional advice if necessary.
- 13.2 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.
- 13.3 All members of the Remuneration Committee shall have access to the advice and services of the company secretary with a view to ensuring that procedures of the Remuneration Committee and all applicable rules and regulations are followed.

- 13.4 In the event that the Remuneration Committee or any member of the Remuneration Committee requires access to outside independent professional advice in connection with its/his duties, a request may be made to the Board through the company secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking professional advice at the Company's expense.
- 13.5 Every member of the Remuneration Committee shall ensure that he can give sufficient time and attention to his skills and expertise through regular attendance and active participation.
- 13.6 The Remuneration Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.

The Remuneration Committee and each of its members shall have separate and independent access to the Company's senior management*.

* *“Senior management” shall refer to the persons disclosed in the Company's annual report in accordance with the Listing Rules.*

Note: If there is any inconsistency between the English and Chinese versions of this terms of reference, the meaning of the English version shall prevail.