

**TERMS OF REFERENCE OF
THE REMUNERATION COMMITTEE**

(Revised and adopted by the Board on 1 January 2023)

1 Constitution

The board (the “**Board**”) of directors (the “**Director(s)**”) of Coastal Greenland Limited (the “**Company**”) hereby resolves to establish a committee of the Board to be known as the Remuneration Committee (the “**Remuneration Committee**”) with the membership, authority and duties described below.

2 Membership

2.1 The Remuneration Committee shall be appointed and removed by the Board.

2.2 The Remuneration Committee shall consist of not less than three (3) members (the “**Members**”) and the majority of Members shall be independent non-executive Directors.

2.3 The Chairman of the Remuneration Committee (the “**Chairman**”) shall be appointed and removed by the Board. The Chairman must be an independent non-executive Director.

3 Attendance at Meetings

3.1 Upon invitation by the Remuneration Committee, other Board members and external advisers may attend all or any of the meetings but only Members are entitled to vote at the meetings.

3.2 The company secretary of the Company shall be the secretary of the Remuneration Committee.

* *For identification purpose only*

4 Meetings

- 4.1 The Remuneration Committee shall meet at least once a year.
- 4.2 Unless otherwise agreed, notice of each meeting shall be given at least three (3) days prior to any such meeting. Irrespective of the length of notice being given, attendance of meeting by the Members shall be deemed waiver of the requisite length of notice by the Member. Agenda of the Remuneration Committee meeting shall be sent to the Members at least one (1) day before the meeting.
- 4.3 The quorum necessary for the transaction of business shall be two (2) and at least one (1) Member must be an independent non-executive Director.
- 4.4 Meetings can be held in person, by telephone or through other electronic means of communication by means of which all persons participating in the meeting are capable of hearing each other.
- 4.5 Resolutions of the Remuneration Committee shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all Members shall be as valid and effectual as if it has been passed at a Remuneration Committee meeting duly convened and held.
- 4.7 The secretary of the Remuneration Committee should keep full minutes of all Remuneration Committee meetings and shall be available for inspection by any Member and/or any Director at any reasonable time on reasonable notice. Draft and final versions of minutes of the Remuneration Committee meetings shall be circulated to all Members for their comments and records within reasonable time after the Remuneration Committee meeting is held.

5 Authority

- 5.1 The Remuneration Committee shall report directly to the Board and shall, where appropriate, consult the Chairman of the Company on their proposal relating to remuneration of Directors and senior management.

- 5.2 The Remuneration Committee is authorised by the Board when necessary to seek any remuneration information it requires from senior management of the Company in order to discharge its duties.
- 5.3 The Remuneration Committee is authorised by the Board when necessary to obtain outside independent professional advice at the Company's expense in accordance with the Board's approved policies on obtaining of professional advice.
- 5.4 The Remuneration Committee shall be provided with sufficient resources to discharge its duties.
- 5.5 Any amendments to this terms of reference shall be approved by the Board.

6 Duties

The duties of the Remuneration Committee shall be:

- 6.1 to make recommendations to the Board on the policy and structure of the Company for all remuneration of Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- 6.2 to review and approve management's remuneration proposals with reference to corporate goals and objectives;
- 6.3 to determine with delegated responsibility, the specific remuneration packages of individual executive Directors and senior management of the Company; or to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management of the Company. This should include salaries, bonuses, stock options, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities, employment conditions elsewhere in the group and desirability of performance-based remuneration;

- 6.4 to make recommendation to the Board on the remuneration of non-executive Directors;
- 6.5 to review and approve compensation payable to 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;
- 6.6 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 that they are otherwise reasonable and appropriate;
- 6.7 to ensure that no Director or any of their associates is involved in determining that Director's own remuneration;
- 6.8 to advise shareholders on how to vote with respect to any service contracts of the Directors that require shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**");
- 6.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;
- 6.10 to review from time to time these terms of reference and the effectiveness of the Remuneration Committee and recommend to the Board any necessary changes; and
- 6.11 to consider and implement other matters, as assigned by the Board or otherwise required by the Listing Rules from time to time.

7 Reporting

- 7.1 The Remuneration Committee shall report formally to the Board on all matters within its duties after each meeting.

The Chinese version of these terms of reference is a translation of the English version and is for reference only. In case of any discrepancies between the English version and the Chinese version, the English version shall prevail.