

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE OF GREAT WALL TERROIR HOLDINGS LIMITED

The board (the “**Board**”) of directors (the “**Directors**”) of Great Wall Terroir Holdings Limited (the “**Company**”) has established a remuneration committee (the “**Remuneration Committee**”) with the authority, responsibility, and specific duties as provided in the Corporate Policies of the Company (the “**Corporate Policies**”) from time to time, the text thereof is recited, with necessary amendments, hereinbelow, and hereby constitutes the Terms of Reference for the Remuneration Committee.

1. Organisation

The Remuneration Committee was established by the Board at its meeting convened on 18 December 2001.

The Remuneration Committee, which shall be chaired by an independent non- executive Director, shall consist of not less than three (3) members and the majority of which shall be independent non-executive Directors.

2. Responsibility

The Remuneration Committee is responsible for determining a mechanism for setting the Group’s remuneration structure with reference to fair and objective standards, reviewing the remuneration of the Directors and to address and deal with such other matters relating to remuneration as directed by the Board from time to time.

Specific duties of the Remuneration Committee are as follows: -

- (a) To make recommendations to the Board on the Company’s policies and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policies.
- (b) To review and approve management remuneration proposals with reference to the Board’s corporate goals and objectives.
- (c) To approve the annual compensation and incentive plan of the Group, in particular,
 - (i) to determine, with delegated responsibility, the remuneration packages of individual 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;
 - (ii) to make recommendations to the Board on the remuneration of non-executive Directors;
 - (iii) to consider salaries paid by comparable companies, time commitments and responsibilities and employment conditions elsewhere in the Group;

- (iv) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
 - (v) 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;
 - (vi) 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;
 - (vii) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
 - (viii) 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.
- (d) To review such other matters relating to remuneration as directed by the Board from time to time.

3. Authority

The Remuneration Committee is granted the authority to investigate any activity within the Corporate Policies and all employees are directed to cooperate with any request made by the Remuneration Committee.

The Remuneration Committee is authorised to conduct all such acts and things necessary for or desirable or incidental to the performance of its duties and responsibilities.

The Remuneration Committee is authorised by the Board to obtain outside legal or other independent professional advice as necessary to assist the Remuneration Committee, and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

4. Proceedings

- (a) The Remuneration Committee shall meet at least once every year.
- (b) The quorum for meetings of the Remuneration Committee shall be any two members of the Remuneration Committee.
- (c) No Committee member is entitled to vote in respect of his remuneration or any other matter that he may be deemed interested, or any matter arising therefrom, but it shall not affect the counting of the quorum of the relevant meeting.

- (d) Minutes of Remuneration Committee meetings will be kept by a duly appointed secretary of the meeting and such minutes will be open for inspection at any reasonable time on reasonable notice by any Director.
- (e) Minutes will be drafted by a duly appointed secretary of the meeting and such draft minutes will be circulated to all Committee members for their comments, and the final version thereof will also be sent to all Committee members for their records, in both cases within a reasonable time after each Remuneration Committee meeting held.
- (f) Save as above, other provisions regarding the proceedings of the Remuneration Committee shall be governed by the provisions contained in the Bye-laws and these Terms of Reference for regulating the meetings and proceedings of the Board so far as the same are applicable and are not inconsistent with the terms of reference of the Remuneration Committee as approved and adopted by the Board and/or these Terms of Reference.

Dated this 14th day of December, 2004 and revised on the 9th day of December, 2011, the 16th day of December, 2013, the 1st day of November, 2017 and the 11th day of January, 2023.

Note: If there is any inconsistency between the English and Chinese versions of This Terms of Reference, the English version shall prevail.