



Zhengwei Group Holdings Company Limited

正味集团控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2147)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE (The “Committee”)

Membership

1. The Committee shall consist of at least three members appointed by the board of directors (the “**Board**”) of Zhengwei Group Holdings Company Limited (the “**Company**”) from time to time. The majority of the members of the Committee should be independent non-executive directors of the Company.
2. The Board shall appoint one of the members as the Chairman of the Committee who shall be an independent non-executive director of the Company.
3. The company secretary of the Company shall act as the secretary of the Committee (the “**Secretary**”).

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. The Chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Duties, powers and functions

7. The Committee shall:
 - (a) make recommendation to the Board on the Company's policy and structure for all remuneration of directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) determine, with delegated responsibility, the specific 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) make recommendations to the Board on the remuneration of non-executive directors;
 - (e) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
 - (f) review and approve the compensation payable to executive directors and senior management for any loss or termination of their office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
 - (g) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with relevant contractual terms and are otherwise reasonable and appropriate;
 - (h) ensure that no director or any of his associates is involved in deciding his own remuneration;
 - (i) review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and
 - (j) do any such things to enable the Remuneration Committee to discharge its powers and functions conferred to it by the Board.
8. The Committee shall be provided with sufficient resources including but not limited to seeking of independent professional advice, to enable it to perform its duties.

Reporting procedures

9. The Secretary shall circulate the minutes of the meetings to all members of the Committee and to all members of the Board.